

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4

June 03, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROTH MICHAEL ISOR

2. Issuer Name and Ticker or Trading Symbol
INTERPUBLIC GROUP OF COMPANIES, INC. [IPG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114 AVENUE OF THE AMERICAS, 19TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/30/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chairman and CEO

NEW YORK, NY 10036

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock	05/30/2008		A	(A) or (D) Price 127,413 (1) \$ 9.91	742,100 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.91	05/30/2008		A	500,000	(3)	05/30/2018	Common Stock	500,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROTH MICHAEL ISOR
THE INTERPUBLIC GROUP OF COMPANIES, INC.
1114 AVENUE OF THE AMERICAS, 19TH FLOOR
NEW YORK, NY 10036

Chairman and CEO

Signatures

/s/Nicholas J. Camera POA for Michael I.
Roth

06/03/2008

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Performance based shares vested on 5/30/2008.

(2) Includes restricted shares that are subject to forfeiture under certain circumstances.

(3) The option vests as follows: (i) 33% of the total number of shares underlying the option vests on 5/30/2010; (ii) 33% of the total number of shares underlying the option vests on 5/30/2011; (iii) 34% of the total number of shares underlying the option vests on 5/30/2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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