#### Edgar Filing: ROTH MICHAEL ISOR - Form 4

Check this box if no longer subject of STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or Form 4 or Form 5 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section section 17(a) of the Public Utility Holding Company Act of 1935 or Section section 17(a) of the Public Utility Holding Company Act of 1935 or Section section 17(a) of the Public Utility Holding Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person <sup>+</sup> 2. Issuer Name and Ticker or Trading Symbol ROTH MICHAEL ISOR Symbol ROTH MICHAEL ISOR Ryman Hospitality Properties, Inc. [RHP] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) THE INTERPUBLIC GROUP OF 12/21/2012 (State) (Zap) (State) (Zap) (State) (Zap) NEW YORK, NY 10036 (City) (State) (Zap) Month/Day/Year) NEW YORK, NY 10036 (City) (State) (Zap) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned I.Title of Security (Month/Day/Year) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 3, 4 and 5) Code V Amount (D) Price (Month/Day/Year) (Instr. 3, 4 and 5) Code V Amount (D) Price (Month/Day/Year) (Instr. 3, 4 and 5) Code V Amount (D) Price (Month/Day/Year) (Instr. 3, 4 and 5) Code V Amount (D) Price (Month/Day/Year) (Instr. 3, 4 and 5) Code V Amount (D) Price (Month/Day/Year) (Instr. 3, 4 and 5) Common 12/21/2012 I 1,708 A S 00 14 674 D	ROTH MICH	IAEL ISOR											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION Washington, D.C. 20549       OMB APPROVAL (MB)::::::::::::::::::::::::::::::::::::	Form 4												
Check this box if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       MB Number: January 31 Expres: January 31 Expres: Section 16.         STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Expres: January 31 Expres: January 31 Expres: Section 17(a) of the Public Utility Holding Company Act of 1935 or Section new contine. Seet Instruction 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940       S. Relationship of Reporting Person(s) to Issuer         I. Name and Address of Reporting Person 1(b).       2. Issuer Name and Ticker or Trading Symbol Ryman Hospitality Properties, Inc. [RHP]       S. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	December 21	, 2012											
Check this box if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires: 2000 Estimated average burden hours per response       Display         Section 16.       SECURITIES       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).         (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol Issuer       5. Relationship of Reporting Person(s) to Issuer         1. Name and Address of Reporting Person <sup>1</sup> 2. Issuer Name and Ticker or Trading Symbol Issuer       5. Relationship of Reporting Person(s) to Issuer         (Print or Type Responses)       1. Name and Address of Reporting Person <sup>2</sup> 2. Issuer Name and Ticker or Trading Symbol Issuer       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction IST THE AMERICAS, 19TH FLOOR       -X_Director Uffer (give tile Filed/Mont/Day/Year)       10% Owner Differ (give tile Filed/Mont/Day/Year)         NEW YORK, NY 10036       Zimastion Acquired, Disposed of, Or Beneficially Owned Cify       3. 4. Securities S. Amount of Securities       5. Amount of Source file by More than One Reporting Person         NEW YORK, NY 10036       Zimastion Acquired (A) or Securities       S. Amount of Sowner file by More than One Reporting Person	FORM 4										PPROVAL		
if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section response 0.5 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section response 0.5 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section response 0.5 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section response 0.5 Section 17(a) of the Investment Company Act of 1940 I(b). (Print or Type Responses) 1. Name and Address of Reporting Person 1 2. Issuer Name and Ticker or Trading Symbol ROTH MICHAEL ISOR Ryman Hospitality Properties, Inc. [RHP] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114 AVENUE OF THE AMERICAS, 19TH FLOOR (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) NEW YORK, NY 10036 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3, and 5) (Month/Day/Year) (Instr. 3, and 4) Common 12/21/2012 1, 1708 A S 0 14 674 D		UNITEDS			ONID	3235-0287							
subject io       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16, Form 4 or       Estimated average burden hours per response         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940         (Print or Type Responses)       1. Name and Address of Reporting Person 1       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Check all applicable)       Ryman Hospitality Properties, Inc. (RHP]       (Check all applicable)         (Last)       (First)       Middle)       3. Date of Earliest Transaction (Month/Day/Year)		or				Expires:	January 31,						
Section 16. SECURITIES burden hours per Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction 30(h) of the Investment Company Act of 1935 or Section See Instruction 30(h) of the Investment Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person 1 2. Issuer Name and Ticker or Trading Symbol ROTH MICHAEL ISOR Symbol RYM an Hospitality Properties, Inc. [RHP] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114 AVENUE OF THE AMERICAS, 19TH FLOOR (Street) 4. If Amendment, Date Original Filed/Month/Day/Year) NEW YORK, NY 10036 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Scurity (Month/Day/Year) (Month/Day/Year) Code Disposed of, or Beneficially Owned 1. Title of Scurity (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Code Disposed of (Disposed of, or Beneficially Owned 1. Title of Scurity (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5) Code V Amount (D) Price (Instr. 4) (Instr. 4	-		ENT O	F CHAN			CIA	NERSHIP OF	Г				
Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person 2. Lisuer Name and Ticker or Trading Symbol ROTH MICHAEL ISOR Symbol ROTH MICHAEL ISOR ROTH MICHAEL ISOR Symbol (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114 AVENUE OF THE AMERICAS, 19TH FLOOR (Street) 4. If Amendment, Date Original (City) (State) (Zip) NEW YORK, NY 10036 (City) (State) (Zip) At the Amendment, Date Original (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned LiTitle of (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3) (Common 12/21/2012 L 1,708 A S 0, 14 674 D			SECURI	ITIES					burden hours per				
obligations may continue. See Instruction 10(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction 1(b).       30(h) of the Investment Company Act of 1940         (Print or Type Responses)       1. Name and Address of Reporting Person <sup>+</sup> ROTH MICHAEL ISOR       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Print or Type Responses)       1. Name and Address of Reporting Person <sup>+</sup> ROTH MICHAEL ISOR       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)				n (* 1)		G	F	1	A ( C1024	response 0.5			
may continue.       Section 1/(a) of the Fubric Currity Floring Company Act of 1940         See Instruction 1(b).       30(h) of the Investment Company Act of 1940         (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol Ryman Hospitality Properties, Inc. [RHP]       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Da/YYear)       5. Director         THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114       3. Date of Earliest Transaction (Month/Da/YYear)									-				
10b.       (Print or Type Responses)         1. Name and Address of Reporting Person *       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         ROTH MICHAEL ISOR       Symbol       Ryman Hospitality Properties, Inc. [RHP]       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       -X_Diffeer (give tile	may conti	nue. Section 17(a			•	•	- ·			n			
(Print or Type Responses)       1. Name and Address of Reporting Person [ ROTH MICHAEL ISOR       2. Issuer Name and Ticker or Trading Symbol Ryman Hospitality Properties, Inc. [RHP]       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       5. Check all applicable)         THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114 AVENUE OF THE AMERICAS, 19TH FLOOR       1/2/21/2012		ction	30(II)	of the my	vestment	compan	y Aci	. 01 19	40				
1. Name and Address of Reporting Person       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         ROTH MICHAEL ISOR       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer         THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114       3. Date of Earliest Transaction (Month/Day/Year)	1(0).												
ROTH MICHAEL ISOR       Symbol       Issuer       Issuer         Ryman Hospitality Properties, Inc. [RHP]       Issuer       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114       3. Date of Earliest Transaction (Month/Day/Year)       -X_Director idelow)       -10% Owner (Diffeer (give tile)         VERVENUE OF THE AMERICAS, 19TH FLOOR       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X. Form filed by One Reporting Person – Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security       2. Transaction Date       2A. Deemed Execution Date, if any       3. 4. Securities TransactionAcquired (A) or Odde       5. Amount of Disposed of (D) Owned       6. Ownership Following (Instr. 3)         (Instr. 3)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       6. Mount of D) or Code       5. Amount of Disposed of (D)         (Instr. 4)       (Instr. 4)       (Instr. 4)       (Instr. 4)       (Instr. 4)         (City)       I       1.708       A       5.0       14.674       D	(Print or Type R	esponses)											
(Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       -XDirector Officer (give titleOther (specify below)       10% Owner Officer (give titleOther (specify below)         THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114       12/21/2012       -XDirector Other (specify below)       -10% Owner Other (specify below)         Image: Company of the transaction Common       -XDirector (Street)       -10% Owner Other (specify below)       -10% Owner Other (specify below)         Image: Company of the transaction Common       -XForm filed by One Reporting Person Form filed by One Reporting Person Form filed by Owner than One Reporting Person         Image: Common       2. Transaction Date (Month/Day/Year)       3 4. Securities TransactionAcquired (A) or Security (Month/Day/Year)       5. Amount of Security (Month/Day/Year)       6. Ownership TransactionAcquired (A) or Code       5. Amount of Securities (Instr. 3)       6. Ownership Following (Instr. 4)       7. Nature of Securities (Instr. 4)         Common       12/21/2012       1. 1708       A       S.0       14.674       D	1. Name and Address of Reporting Person <u></u>				Name and	Ticker or '	Fradin	g					
(Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	ROTH MICI		Symbol					Issuer					
(Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)         THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114       12/21/2012       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check         NEW YORK, NY 10036       Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check         (City)       (State)       (Zip)       Table I - Non-Derivative Securities       6. On the proteing Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person         1. Title of Security       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any       3.       4. Securities Code       5. Amount of Disposed of (D)       6. Ownership Form: Direct       7. Nature of Indirect (I)         (Instr. 3)       (Month/Day/Year)       (Instr. 8)       (Instr. 8)       (Instr. 3, 4 and 5)       0.         (Code       V       Amount       (D)       Price       (Instr. 4)       (Instr. 4)         (A)       or Code       V       Amount       (D)       Price       (Instr. 4)       (Instr. 4)		-	Hospitalit	y Proper	ties, l	Inc.	(Check all applicable)						
(Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)         THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114       12/21/2012       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check         NEW YORK, NY 10036       Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check         (City)       (State)       (Zip)       Table I - Non-Derivative Securities       6. On the proteing Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person         1. Title of Security       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any       3.       4. Securities Code       5. Amount of Disposed of (D)       6. Ownership Form: Direct       7. Nature of Indirect (I)         (Instr. 3)       (Month/Day/Year)       (Instr. 8)       (Instr. 8)       (Instr. 3, 4 and 5)       0.         (Code       V       Amount       (D)       Price       (Instr. 4)       (Instr. 4)         (A)       or Code       V       Amount       (D)       Price       (Instr. 4)       (Instr. 4)	(Last)	(First) (M	iddle)	3. Date of	Earliest Tra	insaction			X Director	10%	6 Owner		
THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114 AVENUE OF THE AMERICAS, 19TH FLOOR     12/21/2012     Delow)     Delow)       (Street)     4. If Amendment, Date Original Filed(Month/Day/Year)     6. Individual or Joint/Group Filing(Check Applicable Line) -X_ Form filed by One Reporting Person 	× ,		,								er (specify		
AVENUE OF THE AMERICAS, 19TH FLOOR         (Street)       4. If Am=Iment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filis(Check Applicable Line) 	THE INTER	PUBLIC GROUI	POF	12/21/20	)12				below)	below)			
19TH FLOOR         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X_ Form filed by One Reporting Person 													
(Street)       4. If Amentment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Fills(Check Applicable Line) _X_ Form filed by One Reporting Person 			AS,										
Filed(Month/Day/Year)       Applicable Line) X_ Form filed by One Reporting Person         NEW YORK, NY 10036       (Zip)       Table I - Non-Derivative Securities Securities       Securities I - Seneficial Securities         1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any       3.       4. Securities       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of Indirect         (Instr. 3)       (Month/Day/Year)       (Month/Day/Year)       3.       4. Securities       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of Indirect         Common       12/21/2012       4. Securities       5. Amount (Instr. 4)       6. Ownership (Instr. 4)       7. Nature of Indirect	19TH FLOO	0R											
NEW YORK, NY 10036       (Zip)       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.       4. Securities       5. Amount of Securities Beneficially (D) or Beneficial       7. Nature of Securities (Month/Day/Year)         (Instr. 3)       (Month/Day/Year)       3.       4. Securities (D) Disposed of (D) (D) (D) or (D) or (D) (D) (D) or (D)		4. If Amer	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
— Form filed by More than One Reporting Person         (City)       (State)       (Zip)       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.       4. Securities TransactionAcquired (A) or Code (D) (Instr. 8)       5. Amount of Code (D) (Instr. 3, 4 and 5)       6. Ownership (D) or Beneficially (D) or Beneficial (D) or				Filed(Mon	th/Day/Year)				**				
NEW TORK, NT 10030       Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3.       4. Securities       5. Amount of Code Disposed of (D)       6. Ownership Form: Direct       7. Nature of Indirect         (Instr. 3)       (Month/Day/Year)       (Month/Day/Year)       3.       4. Securities       5. Amount of Code Disposed of (D)       6. Ownership Form: Direct       7. Nature of Indirect         (Instr. 3)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       Indirect (I)       Ownership Following         (Instr. 4)       (Instr. 8)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       Indirect (I)       Ownership Following         (A)       or       (Instr. 4)       (Instr. 4)       (Instr. 4)       (Instr. 4)         (A)       or       (Instr. 3 and 4)       Code V Amount (D) Price       Price       14.674       D	NEWYODI	Z NIX 1002C											
1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of Indirect         0. With of Security (Instr. 3)       0. With of Securities       6. Ownership Form: Direct       7. Nature of Indirect         0. With of Securities       0. Ownership (Instr. 3)       0. Ownership (Instr. 4)       0. Ownership (Instr. 4)       0. Ownership (Instr. 4)         0. Code       V       Amount (D)       0. Price       0. Ownership (Instr. 3)       0. Ownership (Instr. 4)         0. Code       V       Amount (D)       0. Price       14. 674       D	NEW YORK	X, NY 10036									1 0		
Security (Instr. 3)       (Month/Day/Year)       Execution Date, if any       TransactionAcquired (A) or Code       Securities       Form: Direct       Indirect         (Instr. 3)       any       Code       Disposed of (D)       Beneficially       Owned       Indirect (I)       Ownership         (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       Indirect (I)       Ownership         (A)       or       Code       V       Amount       (D)       Price       Instr. 4)         Common       12/21/2012       I       1,708       A       \$ 0       14.674       D	(City)	(State) (Z	Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned		
(Instr. 3)       any (Month/Day/Year)       Code (Instr. 8)       Disposed of (D) (Instr. 3, 4 and 5)       Beneficially Owned Following (Instr. 4)       (D) or Indirect (I) (Instr. 4)       Beneficial Ownership (Instr. 4)         (A) or Code V       (A) (Instr. 3)       Reported Transaction(s) (Instr. 3 and 4)       Instr. 4)       Instr. 4)         Common       12/21/2012       I       1,708       A       \$ 0       14.674       D	1.Title of				3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of		
(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) (A) Reported Transaction(s) (Instr. 4) Code V Amount (D) Price Common 12/21/2012 I 1,708 A \$0 14.674 D	•	(Month/Day/Year)		on Date, if									
Common 12/21/2012 L L Following (Instr. 4) (Instr. 4) (A) Reported Transaction(s) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 4) (Ins	(Instr. 3)		-	· · ·									
$\begin{array}{cccc} (A) & Transaction(s) \\ or & (Instr. 3 and 4) \\ \hline Common & 12/21/2012 & I & 1,708 \\ \end{array}$			(iviolitii)	Duy/ I cui)	(11301.0)	(1150.0, 0)  (1150.0, 4  and  3)							
$\begin{array}{c} \text{Common} \\ 12/21/2012 \end{array} \qquad \begin{array}{c} \text{Code V Amount (D) Price} \end{array} \qquad \begin{array}{c} \text{(Instr. 3 and 4)} \\ 1,708 \\ \text{A $ $ 0 $ 14.674 $ $ D $ \end{array}$							(A)						
Common $12/21/2012$ I $1,708$ A \$0 14674 D													
1/(1/(1)) $1 - A = A = A = A = A$					Code V		(D)	Price	(msu. 5 and 4)				
	Common Stock	12/21/2012			J		А	\$0	14,674	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: ROTH MICHAEL ISOR - Form 4

# 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. Transacti Code (Instr. 8)	of D So A (A D of (I	umb	ative ities red sed 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Insti
				Code V	(A	A) (	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 25.34							(2)	04/01/2014	Common Stock	12,196	
Stock Option (Right to Buy)	\$ 25.21							(2)	05/07/2014	Common Stock	6,098	
Stock Option (Right to Buy)	\$ 34.19							(2)	05/05/2015	Common Stock	6,098	
Stock Option (Right to Buy)	\$ 37.31							(2)	05/04/2016	Common Stock	6,098	
Restricted Stock Units	\$ 0							(4)	(4)	Common Stock	3,405	

#### **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	Х					

## Signatures

Carter R. Todd, Attorney-in-Fact for Michael I. Roth

12/21/2012

\*\*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) On December 21, 2012, the Issuer paid a special dividend to stockholders of record on November 13, 2012. As a result of the special dividend, the reporting person received 1708 shares of common stock on December 21, 2012.
- (2) Each of these stock options grants vested 100% on the first anniversary date of the grant.

In connection with the special dividend paid on December 21, 2012, the previously reported stock options were adjusted pursuant to

- (3) anti-dilution provisions contained in the Issuer's equity incentive plans, and the amounts reported reflect such adjustments. The adjustments were based on the ratio between the unadjusted closing trading price on the NYSE of a share of the Issuer's common stock on the date prior to the ex-dividend date, and the opening price on the NYSE on the ex-dividend date
- (4) Restricted stock units vest 100% on the first anniversary date of the restricted stock unit award.

In connection with the special dividend paid on December 21, 2012, the previously reported restricted stock units were adjusted pursuant to anti-dilution provisions that applied to restricted stock units pursuant to the Issuer's equity incentive plans. For each share underlying

(5) the restricted stock units, the reporting person received additional restricted stock units equal to 0.1848316 of a share, subject to the same vesting and other restrictions as the original award. The amount listed in this column reflects the total number of shares issuable upon vesting of the award following such adjustment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.