

ManpowerGroup Inc.
Form 4
October 25, 2013

FORM 4

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

OMB APPROVAL

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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 *
JOERRES JEFFREY A

2. Issuer Name and Ticker or Trading Symbol
ManpowerGroup Inc. [MAN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**MANPOWERGROUP INC., 100
MANPOWER PLACE**

3. Date of Earliest Transaction
(Month/Day/Year)
10/23/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chrm, Chf Ex Off

(Street)
MILWAUKEE, WI 53212

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 Beneficial Ownership (Instr. 4)
Common Stock	10/23/2013		M	V Amount (A) or (D) Price	441,761	D	
Common Stock	10/23/2013		M	V Amount (A) or (D) Price	452,894	D	
Common Stock	10/23/2013		S	V Amount (A) or (D) Price	334,691	D	
Common Stock	10/23/2013		S	V Amount (A) or (D) Price	312,761	D	
	10/23/2013		S	V Amount (A) or (D) Price	311,761	D	

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Common Stock						\$ 79.4485			
						(3)			
Common Stock	10/24/2013		M	88,867	A	\$ 30.96	400,628	D	
Common Stock	10/24/2013		S	41,461	D	\$ 77.7372	359,167	D	
						(4)			
Common Stock	10/24/2013		S	47,406	D	\$ 78.5261	311,761	D	
						(5)			
Common Stock	10/24/2013		G V	19,425	D	\$ 0	292,336	D	
Common Stock							300	I	by trust in wife's name

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

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(9-02)

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)	\$ 52.78	10/23/2013		M	130,000	(6)	02/14/2016	Common Stock	130,000
Stock Option (Right to Buy)	\$ 30.96	10/23/2013		M	11,133	(7)	02/17/2019	Common Stock	11,133
Stock Option (Right to Buy)	\$ 30.96	10/24/2013		M	88,867	(7)	02/17/2019	Common Stock	88,867

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOERRES JEFFREY A MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	X		Chrm, Chf Ex Off	

Signatures

/s/ Richard Buchband (pursuant to Power of Attorney previously filed) 10/25/2013

__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) This price is the weighted average price. The prices received actually ranged from \$77.33 to \$78.33. Upon request, the reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.
 - (2) This price is the weighted average price. The prices received actually ranged from \$78.34 to \$79.33. Upon request, the reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.
 - (3) This price is the weighted average price. The prices received actually ranged from \$79.35 to \$79.85. Upon request, the reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.
 - (4) This price is the weighted average price. The prices received actually ranged from \$77.19 to \$78.19. Upon request, the reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.
 - (5) This price is the weighted average price. The prices received actually ranged from \$78.22 to \$78.66. Upon request, the reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.
 - (6) 25% of the options became exercisable on each of 2/14/2007, 2/14/2008, 2/14/2009 and 2/14/2010
 - (7) 25% of the options became exercisable on each of 2/17/2010, 2/17/2011, 2/17/2012, and 2/17/2013

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.