

ManpowerGroup Inc.
Form 4
February 13, 2017

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GREEN DARRYL

(Last) (First) (Middle)

**MANPOWERGROUP INC., 100
MANPOWER PLACE**

(Street)

MILWAUKEE, WI 53212

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ManpowerGroup Inc. [MAN]

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

02/09/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

COO & President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	02/09/2017		A ⁽¹⁾	50,209	A \$ 0 ⁽¹⁾	50,256	D
Common Stock	02/09/2017		F ⁽²⁾	24,779	D \$ 97.14 ⁽³⁾	25,477	D
Common Stock	02/13/2017		M	5,544	A \$ 0 ⁽⁴⁾	31,021	D
Common Stock	02/13/2017		F ⁽⁵⁾	2,733	D \$ 97.12 ⁽⁶⁾	28,288	D

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

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SEC 1474
(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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date Date	Title	
Stock Option (Right to Buy) <u>(7)</u>	\$ 96.94 <u>(8)</u>	02/09/2017		A	29,711	<u>(9)</u> 02/09/2027	Common Stock	29,711
Restricted Stock Units <u>(10)</u>	\$ 0 <u>(10)</u>	02/09/2017		A	7,840	<u>(10)</u> <u>(10)</u>	Common Stock	7,840
Restricted Stock Units <u>(4)</u>	\$ 0 <u>(4)</u>	02/09/2017		M	5,544	02/13/2017 02/13/2017	Common Stock	5,544

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GREEN DARRYL MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	COO & President

Signatures

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

02/13/2017

**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)

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Shares acquired in settlement of performance share units (which were not derivative securities received under the Company's 2011 Equity Incentive Plan, exempt under Rule 16b-3).

- (2) Shares withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 9, 2017 in settlement of performance share units.
- (3) Represents the opening stock price on the New York Stock Exchange on February 9, 2017.
- (4) The restricted stock units were settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (5) Shares withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 13, 2017 in settlement of restricted stock units.
- (6) Represents the opening stock price on the New York Stock Exchange on February 13, 2017.
- (7) Stock Option grant under the 2011 Equity Incentive Plan of the Company.
- (8) Represents the closing stock price on the New York Stock Exchange on February 9, 2017, the date of the grant.
- (9) 25% of the options will become exercisable each on 2/9/2018, 2/9/2019, 2/9/2020, and 2/9/2021.
- (10) Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. The restricted stock units will vest 100% on February 9, 2020 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis.

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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