

MANPOWERGROUP INC.

Reported by
PRISING JONAS

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/03/17 for the Period Ending 05/01/17

| | |
|-------------|---|
| Address | 100 MANPOWER PLACE MILWAUKEE, WI 53212 |
| Telephone | 414 961-1000 |
| CIK | 0000871763 |
| Symbol | MAN |
| SIC Code | 7363 - Help Supply Services |
| Industry | Employment Services |
| Sector | Industrials |
| Fiscal Year | 12/31 |

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 or Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| PRISING JONAS | | ManpowerGroup Inc. [MAN] | | <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman & CEO | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| MANPOWERGROUP INC., 100 MANPOWER PLACE | | 5/1/2017 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| MILWAUKEE, WI 53212 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|--------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 5/1/2017 | | M | | 9237 | A | \$0 (1) | 9237 | D | |
| Common Stock | 5/1/2017 | | F (2) | | 4568 | D | \$101.29 (3) | 4669 | D | |
| Common Stock | 5/1/2017 | | G (4) | | 4669 | D | \$0 | 0 | D | |
| Common Stock | | | | | | | | 108948 | I | By revocable trust |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|----------|---|-----------------|--|--|--|--|
| | | | | Code | V | | (A) | (D) | Date Exercisable | Expiration Date | | | | |
| Restricted Stock Units | \$0.0 | 5/1/2017 | | M | | 9237 | 5/1/2017 | 5/1/2017 | Common Stock | 9237.0 | \$0 (1) | 0 | D | |

Explanation of Responses:

- The restricted stock units were settled in shares of ManpowerGroup stock on a 1 for 1 basis upon vesting
- Stock withheld by the Issuer to satisfy tax withholding obligations on shares acquired on May 1, 2017 in settlement of restricted stock units.
- Represents the opening stock price on the New York Stock Exchange on May 1, 2017.
- Gift of shares to revocable trust.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PRISING JONAS MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212 | X | | Chairman & CEO | |

Signatures

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

5/3/2017

**Signature of Reporting Person

Date

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

* 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).

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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