

MANPOWERGROUP INC.

Reported by
GREEN DARRYL

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/13/17 for the Period Ending 02/09/17

| | |
|-------------|---|
| 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

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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) | | |
| GREEN DARRYL | | | ManpowerGroup Inc. [MAN] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) COO & President | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| MANPOWERGROUP INC., 100 MANPOWER PLACE | | | 2/9/2017 | | | | | |
| (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 | 2/9/2017 | | A (1) | | 50209 | A | \$0 (1) | 50256 | D | |
| Common Stock | 2/9/2017 | | F (2) | | 24779 | D | \$97.14 (3) | 25477 | D | |
| Common Stock | 2/13/2017 | | M | | 5544 | A | \$0 (4) | 31021 | D | |
| Common Stock | 2/13/2017 | | F (5) | | 2733 | D | \$97.12 (6) | 28288 | D | |

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 | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) (7) | \$96.94 (8) | 2/9/2017 | | A | | 29711 | | (9) | 2/9/2027 | Common Stock | 29711.0 | \$0 | 29711 | D | |
| Restricted Stock Units (10) | \$0.0 (10) | 2/9/2017 | | A | | 7840 | | (10) | (10) | Common Stock | 7840.0 | \$0 | 7840 | D | |
| Restricted Stock Units (4) | \$0.0 (4) | 2/9/2017 | | M | | 5544 | | | 2/13/2017 | Common Stock | 5544.0 | \$0 (4) | 0 | D | |

Explanation of Responses:

- () Shares acquired in settlement of performance share units (which were not derivative securities received under the Company's 2011 Equity Incentive Plan, 1) exempt under Rule 16b-3).
- () Shares withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 9, 2017 in settlement of performance share units.
- () Represents the opening stock price on the New York Stock Exchange on February 9, 2017.
- () The restricted stock units were settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- () Shares withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 13, 2017 in settlement of restricted stock units.
- () Represents the opening stock price on the New York Stock Exchange on February 13, 2017.
- () 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.

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)

2/13/2017

**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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