

# MANPOWERGROUP INC.

Reported by  
**PRISING JONAS**

## 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)		
<b>PRISING JONAS</b>			<b>ManpowerGroup Inc. [ MAN ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chairman &amp; CEO</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>MANPOWERGROUP INC., 100 MANPOWER PLACE</b>			<b>2/9/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>MILWAUKEE, WI 53212</b>						<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)	79012	A	\$0	(1)	79012	D	
Common Stock	2/9/2017		F	(2)	38993	D	\$97.14	(3)	40019	D	
Common Stock	2/9/2017		G	(4)	40019	D	\$0		0	D	
Common Stock	2/13/2017		M		5544	A	\$0	(5)	5544	D	
Common Stock	2/13/2017		F	(6)	2733	D	\$97.12	(7)	2811	D	
Common Stock	2/13/2017		G	(4)	2811	D	\$0		0	D	
Common Stock									104279	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	Title	Amount or Number of Shares				
Stock Option (Right to Buy) (8)	\$96.94 (9)	2/9/2017		A		66068		(10)	2/9/2027	Common Stock	66068.0	\$0	66068	D	
Restricted Stock Units (11)	\$0.0 (11)	2/9/2017		A		17434		(11)	(11)	Common Stock	17434.0	\$0	17434	D	
Restricted Stock Units (5)	\$0.0	2/13/2017		M		5544			2/13/2017	Common Stock	5544.0	\$0 (5)	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).
- ( ) Stock withheld by the 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.
- ( ) Gift of shares to revocable trust.
- ( ) The restricted stock units were settled in shares of ManpowerGroup stock on a 1 for 1 basis upon vesting.

- (6) Stock withheld by the Issuer to satisfy tax withholding obligations on shares acquired on February 13, 2017 in settlement of restricted stock units.
- (7) Represents the opening stock price on the New York Stock Exchange on February 13, 2017.
- (8) Stock Option grant under the 2011 Equity Incentive Plan of the Company.
- (9) Represents the closing stock price on the New York Stock Exchange on February 9, 2017, the date of the grant.
- (10) 25% of the options will become exercisable each on 2/9/2018, 2/9/2019, 2/9/2020, and 2/9/2021.
- (11) 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
PRISING JONAS MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	X		Chairman & CEO	

**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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