

MANPOWERGROUP INC.

Reported by
GREEN DARRYL

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/28/17 for the Period Ending 07/26/17

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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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			7/26/2017					
(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	7/26/2017		M		6221	A	\$52.55	36454	D	
Common Stock	7/26/2017		M		11760	A	\$76.13	48214	D	
Common Stock	7/26/2017		M		16159	A	\$76.97	64373	D	
Common Stock	7/26/2017		M		8892	A	\$75.07	73265	D	
Common Stock	7/26/2017		M		2968	A	\$82.24	76233	D	
Common Stock	7/26/2017		S		45226	D	\$105.42 (1)	31007	D	
Common Stock	7/26/2017		S		25261	D	\$106.22 (2)	5746	D	
Common Stock	7/26/2017		S		5513	D	\$107.41 (3)	233	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)	\$52.55	7/26/2017		M		6221		(4)	2/13/2023	Common Stock	6221.0	\$0	0	D	
Stock Option (Right to Buy)	\$76.13	7/26/2017		M		11760		(5)	2/11/2024	Common Stock	11760.0	\$0	3921	D	
Stock Option (Right to Buy)	\$76.97	7/26/2017		M		16159		(6)	2/10/2025	Common Stock	16159.0	\$0	16159	D	
Stock Option (Right to Buy)	\$75.07	7/26/2017		M		8892		(7)	2/16/2026	Common Stock	8892.0	\$0	26678	D	
Stock Option (Right to Buy)	\$82.24	7/26/2017		M		2968		(8)	5/1/2024	Common Stock	2968.0	\$0	8078	D	
Restricted Stock Units	\$108.27 (9)	7/26/2017		F (10)		425		(10)	(10)	Common Stock	425.0	\$0	9109	D	
Restricted Stock Units	\$108.27 (9)	7/26/2017		F (10)		422		(10)	(10)	Common Stock	422.0	\$0	9051	D	
Restricted Stock Units	\$108.27 (9)	7/26/2017		F (10)		349		(10)	(10)	Common Stock	349.0	\$0	7491	D	

Explanation of Responses:

- This price is the weighted average price. The prices received actually ranged from \$104.86 to \$105.85. 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.
- This price is the weighted average price. The prices received actually ranged from \$105.87 to \$106.83. 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.
- This price is the weighted average price. The prices received actually ranged from \$106.89 to \$107.74. 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) 25% of the options became exercisable on each of 2/13/2014, 2/13/2015, 2/13/2016, and 2/13/2017.
- (5) 25% of the options became exercisable on each of 2/11/2015, 2/11/2016, 2/11/2017, and 25% will become exercisable on 2/11/2018.
- (6) 25% of the options became exercisable on each of 2/10/2016 and 2/10/2017. 25% of the options will become exercisable on 2/10/2018 and 2/10/2019.
- (7) 25% of the options became exercisable on 2/16/2017 and 25% will become exercisable each on 2/16/2018, 2/16/2019, and 2/16/2020.
- (8) 25% of the options became exercisable on each of 5/1/2015, 5/1/2016, and 5/1/2017 and 25% will become exercisable on 5/1/2018.
- (9) Represents the opening stock price on the New York Stock Exchange on July 26, 2017.
- (10) Restricted stock units ("RSUs") withheld by the Issuer to satisfy both FICA tax withholding obligations upon meeting the retirement eligibility requirements on unvested RSUs, and related income tax withholding obligations on the RSUs so withheld.

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)

7/28/2017

**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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