

# MANPOWERGROUP INC.

Reported by  
**GREEN DARRYL**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/03/17 for the Period Ending 02/03/17

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  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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 - <b>GREEN DARRYL</b>  (Last) (First) (Middle) <b>MANPOWERGROUP INC., 100 MANPOWER PLACE</b>  (Street) <b>MILWAUKEE, WI 53212</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ManpowerGroup Inc. [ MAN ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>COO &amp; President</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>2/3/2017</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

**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)			
Common Stock	2/3/2017		M		20000	A	\$93.24	20047	D
Common Stock	2/3/2017		M		18875	A	\$67.12	38922	D
Common Stock	2/3/2017		M		4203	A	\$44.81	43125	D
Common Stock	2/3/2017		M		18662	A	\$52.55	61787	D
Common Stock	2/3/2017		S		61740	D	\$98.698 (1)	47	D

**Table II - Derivative Securities 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. 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)	\$93.24	2/3/2017		M		20000		(2)	5/28/2017	Common Stock	20000.0	\$93.24	0	D	
Stock Option (Right to Buy)	\$67.12	2/3/2017		M		18875		(3)	2/16/2021	Common Stock	18875.0	\$67.12	0	D	
Stock Option (Right to Buy)	\$44.81	2/3/2017		M		4203		(4)	2/15/2022	Common Stock	4203.0	\$48.81	0	D	
Stock Option (Right to Buy)	\$52.55	2/3/2017		M		18662		(5)	2/13/2023	Common Stock	18662.0	\$52.55	0	D	

**Explanation of Responses:**

- ( This price is the weighted average price. The prices received actually ranged from \$98.65 to \$98.84. Upon request, the reporting person will provide to the 1) 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.
- ( 25% of the options became exercisable each on 5/28/2008, 5/28/2009, 5/28/2010, and 5/25/2011.
- ( 25% of the options became exercisable each on 2/16/2012, 2/16/2013, 2/16/2014, and 2/16/2015.
- ( 25% of the options became exercisable each on 2/15/2013, 2/15/2014, 2/15/2015, and 2/15/2016.
- ( 25% of the options became exercisable on each of 2/13/2014, 2/13/2015 and 2/13/2016. 25% of the options become exercisable on 2/13/2017.

**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)

2/3/2017

\*\*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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.