

# MANPOWERGROUP INC.

Reported by  
**CHANDRASHEKAR SRIRAM**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/03/18 for the Period Ending 12/31/17

Address	100 MANPOWER PLACE MILWAUKEE, WI, 53212
Telephone	414 961-1000
CIK	0000871763
Symbol	MAN
SIC Code	7363 - Services-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)	
CHANDRASHEKAR SRIRAM		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) <b>EVP</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
MANPOWERGROUP INC. 10 HOE CHIANG ROAD, #21 04/05 KEPPEL TOWERS		12/31/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SINGAPORE, U0 089315				<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			

**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				
Restricted Stock Units	(1)	12/31/2017		A (2)		61		(1)	(1)	Common Stock	61.0	\$114.54 (2)	3850	D	
Restricted Stock Units	(3)	12/31/2017		A (2)		113		(3)	(3)	Common Stock	113.0	\$114.54 (2)	7042	D	
Restricted Stock Units	(4)	12/31/2017		A (2)		62		(4)	(4)	Common Stock	62.0	\$114.54 (2)	3875	D	
Restricted Stock Units	(5)	12/31/2017		A (2)		63		(5)	(5)	Common Stock	63.0	\$114.54 (2)	3983	D	
Restricted Stock Units	(6)	12/31/2017		A (2)		110		(6)	(6)	Common Stock	110.0	\$114.54 (2)	6920	D	

### Explanation of Responses:

- The restricted stock units will vest 100% on February 10, 2018 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- Receipt of restricted stock units in lieu of dividends paid in 2017 at an average price of \$114.54.
- The restricted stock units will vest 100% on February 11, 2018 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting
- The restricted stock units will vest 100% on February 16, 2019 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- 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 upon vesting.
- The restricted stock units will vest 100% on February 16, 2021 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHANDRASHEKAR SRIRAM				

MANPOWERGROUP INC. 10 HOE CHIANG ROAD #21 04/05 KEPPEL TOWERS SINGAPORE, U0 089315			EVP	
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**Signatures**

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

1/3/2018

\*\*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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