

MANPOWERGROUP INC.

Reported by
HOWARD JULIE

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/03/18 for the Period Ending 01/01/18

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|-------------|--|
| 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**

OMB APPROVAL
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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 * HOWARD JULIE (Last) (First) (Middle) MANPOWERGROUP INC., 100 MANPOWER PLACE (Street) MILWAUKEE, WI 53212 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol ManpowerGroup Inc. [MAN] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below) |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/1/2018</p> | | 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) | 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 | | | | |
| Deferred Stock | (1) | 1/1/2018 | | A | (2) | 1269 | | (1) | (1) | Common Stock | 1269.0 | \$126.11 (3) | 1269 | D | |
| Deferred Stock | (4) | 1/1/2018 | | A | (5) | 1 | | (4) | (4) | Common Stock | 1.0 | \$114.54 (6) | 86 | D | |
| Deferred Stock | (7) | 1/1/2018 | | A | (8) | 873 | | (7) | (7) | Common Stock | 873.0 | \$114.54 (6) | 873 | D | |
| Deferred Stock | (9) | 1/1/2018 | | A | (5) | 27 | | (9) | (9) | Common Stock | 27.0 | \$114.54 (6) | 1659 | D | |

Explanation of Responses:

- (1) The shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2018 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2021 or within 30 days after the reporting person's termination of service as a director, except as other provided in the "Terms and Conditions" (as defined below).
- (2) Annual Grant of deferred stock under the 2011 Equity Incentive Plan of the Company (the "Plan") and the Terms and Conditions Regarding the Grant of Awards to Non-Employee Directors under the Plan (the "Terms and Conditions").
- (3) Represents the Market Price (as defined in the Plan) on the last trading day of 2017.
- (4) The shares of deferred stock are fully vested and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of December 12, 2019 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the "Terms and Condition" (as defined below).
- (5) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.
- (6) Represents the Average Trading Price (as defined in the Terms and Conditions).
- (7) These shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 bases on the earlier of January 1, 2021 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (8) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of 100% of the Retainer (as defined in the Terms and Conditions) for 2017.
- (9) The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2020 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOWARD JULIE MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212 | X | | | |

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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