

ManpowerGroup Inc.  
Form 4  
February 13, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PRISING JONAS**

(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]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/09/2017**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/09/2017                           |  | A <sup>(1)</sup>               |   | 79,012  | A  | \$ 0 <sup>(1)</sup>               |
| Common Stock                    | 02/09/2017                           |  | F <sup>(2)</sup>               |   | 38,993  | D  | \$ 97.14 <sup>(3)</sup>           |
| Common Stock                    | 02/09/2017                           |  | G <sup>(4)</sup>               |   | 40,019  | D  | \$ 0 0                            |
| Common Stock                    | 02/13/2017                           |  | M                              |   | 5,544   | A  | \$ 0 <sup>(5)</sup>               |
| Common Stock                    | 02/13/2017                           |  | F <sup>(6)</sup>               |   | 2,733   | D  | \$ 2,811 97.12                    |

(7)

|              |            |                  |       |   |      |         |   |                    |
|--------------|------------|------------------|-------|---|------|---------|---|--------------------|
| Common Stock | 02/13/2017 | G <sup>(4)</sup> | 2,811 | D | \$ 0 | 0       | D |                    |
| Common Stock |            |                  |       |   |      | 104,279 | I | By revocable trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |                               |
| Stock Option (Right to Buy) <sup>(8)</sup> | \$ 96.94 <sup>(9)</sup>                                | 02/09/2017                           |  | A                              | 66,068  | <sup>(10)</sup> 02/09/2027                               | Common Stock  | 66,068                        |
| Restricted Stock Units <sup>(11)</sup>     | \$ 0 <sup>(11)</sup>                                   | 02/09/2017                           |  | A                              | 17,434  | <sup>(11)</sup> <sup>(11)</sup>                          | Common Stock  | 17,434                        |
| Restricted Stock Units <sup>(5)</sup>      | \$ 0   | 02/13/2017                           |  | M                              | 5,544   | 02/13/2017 02/13/2017                                    | Common Stock  | 5,544                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| PRISING JONAS<br>MANPOWERGROUP INC.<br>100 MANPOWER PLACE<br>MILWAUKEE, WI 53212 | X             |           | Chairman & CEO |       |

## Signatures

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

02/13/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Shares acquired in settlement of performance share units (which were not derivative securities received under the Company's 2011 Equity Incentive Plan, exempt under Rule 16b-3).
- (2) Stock withheld by the Issuer to satisfy tax withholding obligations on shares acquired on February 9, 2017 in settlement of performance share units.
- (3) Represents the opening stock price on the New York Stock Exchange on February 9, 2017.
- (4) Gift of shares to revocable trust.
- (5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.