

GREEN DARRYL
Form 4
February 16, 2018

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 *
GREEN DARRYL

(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)
02/15/2018

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)
COO & President

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	02/15/2018		A ⁽¹⁾		38,198	A	\$ 0 ⁽¹⁾ 44,838
Common Stock	02/15/2018		F ⁽²⁾		17,805	D	\$ 124.05 ⁽³⁾ 27,033

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

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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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽⁴⁾	\$ 0 ⁽⁴⁾	02/15/2018		A	6,186	⁽⁴⁾	⁽⁴⁾	Common Stock	6,186
Stock Option (Right to Buy) ⁽⁵⁾	\$ 122.87 ⁽⁶⁾	02/15/2018		A	24,158	⁽⁷⁾	02/15/2028	Common Stock	24,158
Restricted Stock Units	\$ 124.05 ⁽³⁾	02/15/2018		F	261	⁽⁸⁾	⁽⁸⁾	Common Stock	261

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) 02/16/2018

^{__}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 granted in 2015 (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 15, 2018 in settlement of performance share units.
- (3) Represents the opening stock price on the New York Stock Exchange on February 15, 2018.
- (4)

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Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. The restricted stock units will vest 100% on February 15, 2021 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis.

- (5) Stock Option grant under the 2011 Equity Incentive Plan of the Company.
- (6) Represents the closing stock price on the New York Stock Exchange on February 15, 2018, the date of the grant.
- (7) 25% of the options will become exercisable each on 2/15/2019, 2/15/2020, 2/15/2021, and 2/15/2022.

Restricted stock units ("RSUs") withheld by the Issuer to satisfy both FICA tax withholding obligations on unvested RSUs, and related

- (8) income tax withholding obligations on the RSUs so withheld. This obligation is a result of the person having met the retirement eligibility requirements of the grant.

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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