

ManpowerGroup Inc.  
Form 4  
January 04, 2017

**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, 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 \*  
SWAN MARA E

(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)  
12/31/2016

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)  
EVP

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) |     |       |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-----|-------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code                                                                                          | V                                                        | Amount                            | (D) | Price |

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

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SEC 1474  
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------|

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| (Instr. 3)             | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 3) | (Instr. 4) | (Instr. 5)       | (Instr. 6)      | (Instr. 7)   | (Instr. 8)                 | (Instr. 9) | (Instr. 10) |
|------------------------|------------------------------|------------------|------------|-----------------------------------------------------------------|------------|------------|------------------|-----------------|--------------|----------------------------|------------|-------------|
|                        |                              |                  | Code       | V                                                               | (A)        | (D)        | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |            |             |
| Restricted Stock Units | (1)                          | 12/31/2016       | A          | (2)                                                             | 72         |            | (1)              | (1)             | Common Stock | 72                         | (2)        |             |
| Restricted Stock Units | (3)                          | 12/31/2016       | A          | (2)                                                             | 151        |            | (3)              | (3)             | Common Stock | 151                        | (2)        |             |
| Restricted Stock Units | (4)                          | 12/31/2016       | A          | (2)                                                             | 71         |            | (4)              | (4)             | Common Stock | 71                         | (2)        |             |
| Restricted Stock Units | (5)                          | 12/31/2016       | A          | (2)                                                             | 71         |            | (5)              | (5)             | Common Stock | 71                         | (2)        |             |

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships |           |         |       |
|--------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                | Director      | 10% Owner | Officer | Other |
| SWAN MARA E<br>MANPOWERGROUP INC.<br>100 MANPOWER PLACE<br>MILWAUKEE, WI 53212 |               |           | EVP     |       |

## Signatures

/s/ Richard Buchband (pursuant to Power of Attorney previously filed) 01/04/2017

\_\_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) The restricted stock units will vest 100% on February 11, 2017 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (2) Receipt of restricted stock units in lieu of dividends paid in 2016 at an average price of \$76.72.
- (3) 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.

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- (4) 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.
- (5) 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.

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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