

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 \*  
**BUCHBAND RICHARD**

(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)  
**SVP, General Counsel**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/09/2017		A <sup>(1)</sup>		10,372	D	
Common Stock	02/09/2017		F <sup>(2)</sup>		\$ 97.14 <u>(3)</u>	D	
Common Stock	02/13/2017		M		\$ 0 <sup>(4)</sup>	D	
Common Stock	02/13/2017		F <sup>(5)</sup>		\$ 97.12 <u>(6)</u>	D	

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

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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)	Amount or Number of Shares
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 96.94 <sup>(8)</sup>	02/09/2017		A	6,255	<sup>(9)</sup> 02/09/2027	Common Stock	6,255
Restricted Stock Units <sup>(10)</sup>	\$ 0 <sup>(10)</sup>	02/09/2017		A	1,651	<sup>(10)</sup> <sup>(10)</sup>	Common Stock	1,651
Restricted Stock Units <sup>(4)</sup>	\$ 0 <sup>(4)</sup>	02/13/2017		M	1,940	02/13/2017 02/13/2017	Common Stock	1,940

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BUCHBAND RICHARD  
MANPOWERGROUP INC.  
100 MANPOWER PLACE  
MILWAUKEE, WI 53212

SVP, General Counsel

## Signatures

/s/ Richard  
Buchband

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) The restricted stock units were settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (5) Stock withheld by the Issuer to satisfy tax withholding obligations on shares acquired on February 13, 2017 in settlement of restricted stock units.
- (6) Represents the opening stock price on the New York Stock Exchange on February 13, 2017.
- (7) Stock Option grant under the 2011 Equity Incentive Plan of the Company.
- (8) Represents the closing stock price on the New York Stock Exchange on February 9, 2017, the date of the grant.
- (9) 25% of the options will become exercisable each on 2/9/2018, 2/9/2019, 2/9/2020, and 2/9/2021.
- (10) 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.

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