

ManpowerGroup Inc.
Form 4
November 05, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEENTJES HANS

(Last) (First) (Middle)

**MANPOWERGROUP
INC., DIEMERHOF 16-18**

(Street)

XN DIEMEN, P7 1112

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ManpowerGroup Inc. [MAN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/04/2013

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/Northern Europe

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	(A) or (D)	Price		
Common Stock	11/04/2013		M		1,350	A	\$ 44.37	3,609	D
Common Stock	11/04/2013		M		5,000	A	\$ 52.78	8,609	D
Common Stock	11/04/2013		M		6,000	A	\$ 56.64	14,609	D
Common Stock	11/04/2013		M		5,250	A	\$ 53.01	19,859	D
Common Stock	11/04/2013		S		17,600	D	\$ 80.3463 (1)	2,259	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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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 (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)		8. I Der Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 44.37	11/04/2013		M		1,350		<u>(2)</u>	02/16/2015	Common Stock	1,350
Stock Option (Right to Buy)	\$ 52.78	11/04/2013		M		5,000		<u>(3)</u>	02/14/2016	Common Stock	5,000
Stock Option (Right to Buy)	\$ 56.64	11/04/2013		M		6,000		<u>(4)</u>	02/20/2018	Common Stock	6,000
Stock Option (Right to Buy)	\$ 53.01	11/04/2013		M		5,250		<u>(5)</u>	02/18/2020	Common Stock	5,250

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEENTJES HANS
MANPOWERGROUP INC.
DIEMERHOF 16-18
XN DIEMEN, P7 1112

EVP/Northern Europe

Signatures

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

11/05/2013

____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).

This price is the weighted average price. The prices received actually ranged from \$80.01 to \$80.62. Upon request, the reporting person

- (1) will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.
- (2) 25% of the options became exercisable on each of 2/16/2006, 2/16/2007, 2/16/2008 and 2/16/2009
- (3) 25% of the options became exercisable on each of 2/14/2007, 2/14/2008, 2/14/2009 and 2/14/2011
- (4) 25% of the options became exercisable on each of 2/20/2009, 2/20/2010, 2/20/2011 and 2/20/2012
- (5) 25% of the options became exercisable on each of 2/18/2011, 2/18/2012, 2/18/2013 and 25% will become exercisable on 2/18/2014

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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