

PRISING JONAS
Form 4
February 13, 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 *
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)

02/10/2018

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/10/2018 | | M | 15,513 A | \$ 0 ⁽¹⁾ 15,513 | D | |
| Common Stock | 02/12/2018 | | F ⁽²⁾ | 6,096 D | \$ 116.97 ⁽³⁾ 9,417 | D | |
| Common Stock | 02/13/2018 | | M | 31,024 A | \$ 0 ⁽⁴⁾ 40,441 | D | |
| Common Stock | 02/13/2018 | | F ⁽²⁾ | 14,667 D | \$ 116.76 ⁽⁵⁾ 25,774 | D | |
| | 02/13/2018 | | G ⁽⁶⁾ | 25,774 D | \$ 0 0 | D | |

Common
Stock

Common
Stock

134,722 I

By
revocable
trust

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 02/12/2018 | | M | 15,513 | <u>(1)</u> | <u>(1)</u> | Common Stock | 15,513 |
| Restricted Stock Units ⁽⁴⁾ | <u>(4)</u> | 02/13/2018 | | M | 31,024 | <u>(4)</u> | <u>(4)</u> | Common Stock | 31,024 |

Reporting Owners

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

Signatures

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

02/13/2018

**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) The restricted stock units vested on February 10, 2018 and were settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (2) Stock withheld by the Issuer to satisfy tax withholding obligations on shares acquired in settlement of restricted stock units.
- (3) Represents the opening stock price on the New York Stock Exchange on February 12, 2018.
- (4) The restricted stock units vested on February 13, 2018 and were settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (5) Represents the opening stock price on the New York Stock Exchange on February 13, 2018.
- (6) Gift of shares to revocable trust.

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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