

PRISING JONAS
Form 4
May 22, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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)
05/20/2013

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)

President, ManpowerGroup

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		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	05/20/2013		M		26,250	A	\$ 30.96	26,250	D	Beneficial Ownership
Common Stock	05/20/2013		S		200	D	\$ 57.62	26,050	D	Beneficial Ownership
Common Stock	05/20/2013		S		100	D	\$ 57.63	25,950	D	Beneficial Ownership
Common Stock	05/20/2013		S		800	D	\$ 57.64	25,150	D	Beneficial Ownership
Common Stock	05/20/2013		S		3,100	D	\$ 57.65	22,050	D	Beneficial Ownership

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Common Stock	05/20/2013	S	100	D	\$ 57.6557	21,950	D
Common Stock	05/20/2013	S	100	D	\$ 57.656	21,850	D
Common Stock	05/20/2013	S	1,600	D	\$ 57.66	20,250	D
Common Stock	05/20/2013	S	100	D	\$ 57.6634	20,150	D
Common Stock	05/20/2013	S	1,600	D	\$ 57.67	18,550	D
Common Stock	05/20/2013	S	1,500	D	\$ 57.68	17,050	D
Common Stock	05/20/2013	S	200	D	\$ 57.6825	16,850	D
Common Stock	05/20/2013	S	100	D	\$ 57.6896	16,750	D
Common Stock	05/20/2013	S	2,468	D	\$ 57.69	14,282	D
Common Stock	05/20/2013	S	1,900	D	\$ 57.7	12,382	D
Common Stock	05/20/2013	S	100	D	\$ 57.7008	12,282	D
Common Stock	05/20/2013	S	100	D	\$ 57.7032	12,182	D
Common Stock	05/20/2013	S	915	D	\$ 57.71	11,267	D
Common Stock	05/20/2013	S	3,000	D	\$ 57.72	8,267	D
Common Stock	05/20/2013	S	5,608	D	\$ 57.73	2,659	D
Common Stock	05/20/2013	S	1,000	D	\$ 57.75	1,659	D
Common Stock	05/20/2013	S	100	D	\$ 57.76	1,559	D
Common Stock	05/20/2013	S	59	D	\$ 57.77	1,500	D
Common Stock	05/20/2013	S	500	D	\$ 57.79	1,000	D
Common Stock	05/20/2013	S	700	D	\$ 57.8	300	D
	05/20/2013	S	100	D	\$ 57.81	200	D

Common Stock										
Common Stock	05/20/2013		S	100	D	\$ 57.811	100		D	
Common Stock	05/20/2013		S	100	D	\$ 57.84	0		D	
Common Stock							33,623		I	by revocable trust

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 30.96	05/20/2013		M	26,250	<u>(1)</u> 02/17/2019	Common Stock	26,250

Reporting Owners

Reporting Owner Name / Address	Relationships
PRISING JONAS MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	Director 10% Owner Officer President, ManpowerGroup

Signatures

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

05/22/2013

__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).

(1) 25% became exercisable on each of February 17, 2010, 2011, 2012, and 2013, respectively.

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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