

GREEN DARRYL
Form 4
July 28, 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 *
GREEN DARRYL

(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)
07/26/2017

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)
COO & President

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/26/2017		M		6,221 A \$ 52.55	36,454	D
Common Stock	07/26/2017		M		11,760 A \$ 76.13	48,214	D
Common Stock	07/26/2017		M		16,159 A \$ 76.97	64,373	D
Common Stock	07/26/2017		M		8,892 A \$ 75.07	73,265	D
Common Stock	07/26/2017		M		2,968 A \$ 82.24	76,233	D

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Common Stock	07/26/2017	S	45,226	D	\$ <u>(1)</u>	31,007	D
Common Stock	07/26/2017	S	25,261	D	\$ <u>(2)</u>	5,746	D
Common Stock	07/26/2017	S	5,513	D	\$ <u>(3)</u>	233	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 52.55	07/26/2017		M	6,221	<u>(4)</u> 02/13/2023	Common Stock 6,221
Stock Option (Right to Buy)	\$ 76.13	07/26/2017		M	11,760	<u>(5)</u> 02/11/2024	Common Stock 11,760
Stock Option (Right to Buy)	\$ 76.97	07/26/2017		M	16,159	<u>(6)</u> 02/10/2025	Common Stock 16,159
Stock Option (Right to Buy)	\$ 75.07	07/26/2017		M	8,892	<u>(7)</u> 02/16/2026	Common Stock 8,892
	\$ 82.24	07/26/2017		M	2,968	<u>(8)</u> 05/01/2024	2,968

Stock Option (Right to Buy)								Common Stock	
Restricted Stock Units	\$ 108.27 (9)	07/26/2017	F(10)	425	(10)	(10)		Common Stock	425
Restricted Stock Units	\$ 108.27 (9)	07/26/2017	F(10)	422	(10)	(10)		Common Stock	422
Restricted Stock Units	\$ 108.27 (9)	07/26/2017	F(10)	349	(10)	(10)		Common Stock	349

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN DARRYL MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212			COO & President	

Signatures

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

07/28/2017

__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) This price is the weighted average price. The prices received actually ranged from \$104.86 to \$105.85. Upon request, the reporting person 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) This price is the weighted average price. The prices received actually ranged from \$105.87 to \$106.83. Upon request, the reporting person 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.
 - (3) This price is the weighted average price. The prices received actually ranged from \$106.89 to \$107.74. Upon request, the reporting person 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.
 - (4) 25% of the options became exercisable on each of 2/13/2014, 2/13/2015, 2/13/2016, and 2/13/2017.
 - (5) 25% of the options became exercisable on each of 2/11/2015, 2/11/2016, 2/11/2017, and 25% will become exercisable on 2/11/2018.
 - (6) 25% of the options became exercisable on each of 2/10/2016 and 2/10/2017. 25% of the options will become exercisable on 2/10/2018 and 2/10/2019.
 - (7) 25% of the options became exercisable on 2/16/2017 and 25% will become exercisable each on 2/16/2018, 2/16/2019, and 2/16/2020.
 - (8) 25% of the options became exercisable on each of 5/1/2015, 5/1/2016, and 5/1/2017 and 25% will become exercisable on 5/1/2018.

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- (9) Represents the opening stock price on the New York Stock Exchange on July 26, 2017.
- (10) Restricted stock units ("RSUs") withheld by the Issuer to satisfy both FICA tax withholding obligations upon meeting the retirement eligibility requirements on unvested RSUs, and related income tax withholding obligations on the RSUs so withheld.

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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