GREEN DARRYL

Form 4

February 16, 2018

FORM 4

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

OMB Number:

OMB APPROVAL

3235-0287 January 31,

2005

0.5

Check this box if no longer subject to

Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GREEN DARRYL**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

ManpowerGroup Inc. [MAN] 3. Date of Earliest Transaction

(Check all applicable)

MANPOWERGROUP INC., 100

(First)

(Month/Day/Year)

Director 10% Owner Other (specify

MANPOWER PLACE

X_ Officer (give title below)

COO & President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

02/15/2018

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MILWAUKEE, WI 53212

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Secu	rities Acqui	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4. Securities Acquire Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) I		(D) (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	02/15/2018		A(1)	38,198 A	\$ 0 <u>(1)</u> \$	44,838	D	
Common Stock	02/15/2018		F(2)	17,805 D	124.05 (3)	27,033	D	

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

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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. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired Disposed (Instr. 3, 4 5)	(A) or of (D)	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
Restricted Stock Units (4)	\$ 0 (4)	02/15/2018		A	6,186		<u>(4)</u>	<u>(4)</u>	Common Stock	6,186
Stock Option (Right to Buy) (5)	\$ 122.87 (<u>6)</u>	02/15/2018		A	24,158		<u>(7)</u>	02/15/2028	Common Stock	24,158
Restricted Stock Units	\$ 124.05 (3)	02/15/2018		F		261	<u>(8)</u>	(8)	Common Stock	261

Reporting Owners

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

Signatures

/s/ Richard Buchband (pursuant to Power of Attorney previously filed) 02/16/2018

**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) Shares acquired in settlement of performance share units granted in 2015 (which were not derivative securities received under the Company's 2011 Equity Incentive Plan, exempt under Rule 16b-3).
- Stock withheld by the Issuer to satisfy tax withholding obligations on shares acquired on February 15, 2018 in settlement of performance share units.
- (3) Represents the opening stock price on the New York Stock Exchange on February 15, 2018.

(4)

Reporting Owners 2

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Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. The restricted stock units will vest 100% on February 15, 2021 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis.

- (5) Stock Option grant under the 2011 Equity Incentive Plan of the Company.
- (6) Represents the closing stock price on the New York Stock Exchange on February 15, 2018, the date of the grant.
- (7) 25% of the options will become exercisable each on 2/15/2019, 2/15/2020, 2/15/2021, and 2/15/2022.
- Restricted stock units ("RSUs") withheld by the Issuer to satisfy both FICA tax withholding obligations on unvested RSUs, and related income tax withholding obligations on the RSUs so withheld. This obligation is a result of the person having met the retirement eligibility requirements of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.