

ManpowerGroup Inc.
Form 4
January 03, 2014

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 *
SWAN MARA E

(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)
12/31/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | 12/31/2013 | | A ⁽¹⁾ | | 9,235 | A | \$ 0 (1) |
| Common Stock | 12/31/2013 | | F ⁽²⁾ | | 4,603 | D | \$ 86.7 (3) |

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

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SEC 1474
(9-02)

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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. 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. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Units | (4) | 12/31/2013 | | A ⁽⁵⁾ | 32 | (4) (4) | Common Stock 32 | (5) |
| Restricted Stock Units | (6) | 12/31/2013 | | A ⁽⁵⁾ | 56 | (6) (6) | Common Stock 56 | (5) |
| Restricted Stock Units | (7) | 12/31/2013 | | A ⁽⁵⁾ | 211 | (7) (7) | Common Stock 211 | (5) |
| Restricted Stock Units | (8) | 12/31/2013 | | A ⁽⁵⁾ | 57 | (8) (8) | Common Stock 57 | (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SWAN MARA E MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212 | | | EVP | |

Signatures

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

01/03/2014

**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).

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- (1) Shares acquired in settlement of performance share units (which were not derivative securities received under the Company's 2003 and 2011 equity incentive plans), exempt under Rule 16b-3.
- (2) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on December 31, 2013 in settlement of performance share units.
- (3) Represents the opening stock price on the New York Stock Exchange on December 31, 2013.
- (4) The restricted stock units will vest 100% on February 16, 2014 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (5) Receipt of restricted stock units in lieu of dividends paid in 2013 at an average price of \$67.53.
- (6) The restricted stock units will vest 100% on February 15, 2015 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (7) The restricted stock units will vest 100% on February 16, 2016 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (8) The restricted stock units will vest 100% on February 13, 2016 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.

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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