

GREEN DARRYL  
Form 4  
July 28, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 | \$<br><u>(1)</u> | 31,007 | D |
| Common Stock | 07/26/2017 | S | 25,261 | D | \$<br><u>(2)</u> | 5,746  | D |
| Common Stock | 07/26/2017 | S | 5,513  | D | \$<br><u>(3)</u> | 233    | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | 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<br>(9) | 07/26/2017 | F(10) | 425 | (10) | (10) |  | Common Stock | 425 |
| Restricted Stock Units      | \$ 108.27<br>(9) | 07/26/2017 | F(10) | 422 | (10) | (10) |  | Common Stock | 422 |
| Restricted Stock Units      | \$ 108.27<br>(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<br>MANPOWERGROUP INC.<br>100 MANPOWER PLACE<br>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. 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.