CHANDRASHEKAR SRIRAM

Form 4

February 19, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

See Instruction

(Middle)

(Zip)

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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * CHANDRASHEKAR SRIRAM

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

Issuer

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

(Check all applicable)

EVP

5. Relationship of Reporting Person(s) to

(Month/Day/Year)

Director

10% Owner Other (specify

MANPOWERGROUP INC. 10 HOE 02/14/2019 CHIANG ROAD, #21 04/05

X_ Officer (give title below)

below)

KEPPEL TOWERS

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SINGAPORE, U0 089315

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1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	Fransaction(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)	•	any	Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
		•				Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported		
					(A)		Transaction(s)		
			G 1 W		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	02/14/2019		A(1)	10,742	٨	\$0	10,742	D	
Stock	02/14/2019		A <u>~</u>	10,742	А	(1)	10,742	D	
Common	02/16/2019		M	3,964	٨	\$ 0	14,706	D	
Stock	02/10/2019		171	5,504	А	(2)	14,700	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 Derivati Security (Instr. 3)	ve Conversion or Exercise	se	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year) (Month/		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
Restrict Stock Units (\$ 0 (3)	02/15/2019	A	4,501	(3)	(3)	Common Stock	4,501
Stock Option (Right Buy)	to <u>(5)</u>	3 02/15/2019	A	21,373	<u>(6)</u>	02/15/2029	Common Stock	21,373
Restrice Stock Units ((2)	02/16/2019	M	3,964	(2)	(2)	Common Stock	3,964

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CHANDRASHEKAR SRIRAM						
MANPOWERGROUP INC. 10 HOE CHIANG ROAD						
#21 04/05 KEPPEL TOWERS	EVP					
SINGAPORE U0 089315						

Signatures

/s/ Richard Buchband (pursuant to Power of Attorney previously filed) 02/19/2019

**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 2016 (which were not derivative securities received under the Company's 2011 Equity Incentive Plan, exempt under Rule 16b-3).
- (2) The restricted stock units vested on February 16, 2019 and were settled in shares of ManpowerGroup common stock on a 1 for 1 basis.
- (3) Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. The restricted stock units will vest 100% on February 15, 2022 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis.

Reporting Owners 2

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- (4) Stock Option grant under the 2011 Equity Incentive Plan of the Company.
- (5) Represents the closing stock price on the New York Stock Exchange on February 15, 2019, the date of the grant.
- (6) 25% of the options will become exercisable each on 2/15/2020, 2/15/2021, 2/15/2022, and 2/15/2023.

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.