

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
<u>GREEN DARRYL</u>			<u>ManpowerGroup Inc. [MAN]</u>			Director 10% Owner			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			X Officer (give title below) Other (specify below)			
<u>MANPOWERGROUP INC.</u>			<u>07/26/2017</u>			<u>COO & President</u>			
<u>100 MANPOWER PLACE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)			
(Street)	(City)	(State)	(Zip)				X Form filed by One Reporting Person		
<u>MILWAUKEE</u>	<u>WI</u>	<u>53212</u>				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 Indirect Beneficial 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	
Common Stock	07/26/2017		S		45,226	D	\$105.42 ⁽¹⁾	31,007	D	
Common Stock	07/26/2017		S		25,261	D	\$106.22 ⁽²⁾	5,746	D	
Common Stock	07/26/2017		S		5,513	D	\$107.41 ⁽³⁾	233	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$52.55	07/26/2017		M			6,221	(4)	02/13/2023	Common Stock	6,221	\$0	0	D	
Stock Option (Right to Buy)	\$76.13	07/26/2017		M			11,760	(5)	02/11/2024	Common Stock	11,760	\$0	3,921	D	
Stock Option (Right to Buy)	\$76.97	07/26/2017		M			16,159	(6)	02/10/2025	Common Stock	16,159	\$0	16,159	D	
Stock Option (Right to Buy)	\$75.07	07/26/2017		M			8,892	(7)	02/16/2026	Common Stock	8,892	\$0	26,678	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$82.24	07/26/2017		M			2,968	(8)	05/01/2024	Common Stock	2,968	\$0	8,078	D	
Restricted Stock Units	\$108.27 ⁽⁹⁾	07/26/2017		F ⁽¹⁰⁾			425	(10)	(10)	Common Stock	425	\$0	9,109	D	
Restricted Stock Units	\$108.27 ⁽⁹⁾	07/26/2017		F ⁽¹⁰⁾			422	(10)	(10)	Common Stock	422	\$0	9,051	D	
Restricted Stock Units	\$108.27 ⁽⁹⁾	07/26/2017		F ⁽¹⁰⁾			349	(10)	(10)	Common Stock	349	\$0	7,491	D	

Explanation of Responses:

- 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.
- 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.
- 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.
- 25% of the options became exercisable on each of 2/13/2014, 2/13/2015, 2/13/2016, and 2/13/2017.
- 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.
- 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.
- 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.
- 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.
- Represents the opening stock price on the New York Stock Exchange on July 26, 2017.
- 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.

Remarks:

/s/ Richard Buchband
(pursuant to Power of Attorney 07/28/2017
previously filed)

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.