FORM 4

obligations may continue. See

Instruction 1(b)

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response: 0.5

				01 000		Council		ipany 7 tot or 10	7.10						
1. Name and Address of Reporting Person*  VAN HANDEL MICHAEL J					2. Issuer Name <b>and</b> Ticker or Trading Symbol  ManpowerGroup Inc. [ MAN ]						Relationship of Reporting Person(s) to Issue (Check all applicable)     X Director 10% Owner				
(Last)	(First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 01/01/2024							Director Officer (give title below)	10% ( Other below	(specify		
MANPOWERGROUP INC.  100 MANPOWER PLACE  (Street)				4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Indi Line)	· ·				
MILWAUKEE WI 53212				Rule 10b5-1(c) Transaction Indication											
(City)	(State)	(Zip)		Check this box to indicate that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Ins											
	Та	ıble I - Nor	n-Deriva	tive S	ecurities Acqu	ıired,	Disp	osed of, o	r Ben	eficially	Owned				
Date			2. Transac Date (Month/Da		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8) 4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(111301.4)		
Common Stock 01/01						M		2,132	A	(1)	16,495	D			
		Table II	Dorivoti	vo Soc	ourities Assuit	~ D	ieno	cod of or	Ronof	icially C	hunod				

## 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. Transa Code ( 8)		5. Nun of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	tive ties red	6. Date Exerc Expiration Da (Month/Day/\)	ate	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	Amount or Number of Shares				
Deferred Stock Units	(2)	01/01/2024		A <sup>(3)</sup>		77		(2)	(2)	Common Stock	77	\$78.68 <sup>(4)</sup>	2,132	D	
Deferred Stock Units	(2)	01/01/2024		М		2,132		01/01/2024	01/01/2024	Common Stock	2,132	(1)	0	D	
Deferred Stock Units	(5)	01/01/2024		A <sup>(3)</sup>		69		(5)	(5)	Common Stock	69	\$78.68 <sup>(4)</sup>	1,928	D	
Deferred Stock Units	(6)	01/01/2024		A <sup>(3)</sup>		79		(6)	(6)	Common Stock	79	\$78.68 <sup>(4)</sup>	2,182	D	
Deferred Stock Units	(7)	01/01/2024		A <sup>(8)</sup>		2,265		(7)	(7)	Common Stock	2,265	\$79.47 <sup>(9)</sup>	2,265	D	

## **Explanation of Responses:**

1. Settlement of shares of deferred stock in shares of ManpowerGroup common stock on a 1 for 1 basis.

- 2. The shares of deferred stock are fully vested on the date of grant and were settled in shares of ManpowerGroup common stock on a 1 for 1 basis on January 1, 2024.
- 3. Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.
- 4. Represents the Average Trading Price (as defined in the Terms and Conditions).
- 5. The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2025 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions
- 6. The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2026 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- 7. The shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2024 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2027 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions (as defined below).
- 8. Annual grant of deferred stock under the 2011 Equity Incentive Plan of the Company (the "Plan") and the Terms and Conditions Regarding the Grant of Awards to Non-Employee Directors under the Plan (the "Terms and Conditions").
- 9. Represents the Market Price (as defined in the Plan) on the last trading day of 2023.

/s/ Richard Buchband (pursuant 01/03/2024 to Power of Attorney previously filed)

\*\* Signature of Reporting Person

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.