# SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Addres	ss of Reporting Persor Deth P	)* 1	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>ManpowerGroup Inc.</u> [ MAN ]		tionship of Reporting Perso all applicable) Director	son(s) to Issuer 10% Owner		
(Last) MANPOWERG		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2016		Officer (give title below)	Other (specify below)		
100 MANPOWER PLACE			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) MILWAUKEE	WI	53212		X	Form filed by One Repor Form filed by More than Person			
(City)	(State)	(Zip)						

### 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)	Transaction Code (Instr.		4. Securities A Disposed Of (			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	01/01/2016		A <sup>(1)</sup>		1,661 <sup>(2)</sup>	Α	\$84.29 <sup>(3)</sup>	12,469	D	
Common Stock	01/01/2016		М		2,589	Α	(4)	15,058	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. Transa Code ( 8)		of Deri Sec Acq (A) ( Disp of (I	oosed D) tr. 3, 4	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	Amount or Number of Shares				
Deferred Stock	(5)	01/01/2016		A <sup>(6)</sup>		48		01/01/2016 <sup>(5)</sup>	01/01/2016 <sup>(5)</sup>	Common Stock	48	\$85.43 <sup>(7)</sup>	2,589	D	
Deferred Stock	(4)	01/01/2016		М			2,589	01/01/2016	01/01/2016	Common Stock	2,589	(4)	0	D	

#### Explanation of Responses:

1. Annual grant of restricted 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").

2. The shares of restricted stock will vest in quarterly installments on the last day of each calendar quarter during 2016.

3. Represents the Market Price (as defined in the Plan) on the last trading day of 2015.

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

5. The shares of deferred stock are fully vested on 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, 2016 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. Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.

7. Represents the Average Trading Price(as defined in the Terms and Conditions)

Remarks:

<u>/s/ Richard Buchband (pursuant</u> <u>to Power of Attorney</u> 01/05/2016 <u>previously filed)</u>

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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.