

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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	
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1. Name and Address of Reporting Person* <b>PRISING JONAS</b>			2. Issuer Name and Ticker or Trading Symbol <b>ManpowerGroup Inc. [ MAN ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/31/2014</b>					
<b>MANPOWERGROUP INC. 100 MANPOWER PLACE</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street) <b>MILWAUKEE WI 53212</b>								
(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)	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	12/31/2014		A <sup>(1)</sup>		15,883	A	\$0.00 <sup>(1)</sup>	15,883	D	
Common Stock	12/31/2014		F <sup>(2)</sup>		7,843	D	\$69.57 <sup>(3)</sup>	8,040	D	
Common Stock	12/31/2014		G <sup>(4)</sup>		8,040	D	\$0.00	0	D	
Common Stock								49,659	I	By revocable trust

**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
Restricted Stock Units	(5)	12/31/2014		A <sup>(6)</sup>		66		(5)	(5)	Common Stock	66	(6)	5,149	D	
Restricted Stock Units	(7)	12/31/2014		A <sup>(6)</sup>		204		(7)	(7)	Common Stock	204	(6)	15,893	D	
Restricted Stock Units	(8)	12/31/2014		A <sup>(6)</sup>		75		(8)	(8)	Common Stock	75	(6)	5,862	D	
Restricted Stock Units	(9)	12/31/2014		A <sup>(6)</sup>		376		(9)	(9)	Common Stock	376	(6)	29,310	D	
Restricted Stock Units	(10)	12/31/2014		A <sup>(6)</sup>		68		(10)	(10)	Common Stock	68	(6)	5,323	D	
Restricted Stock Units	(11)	12/31/2014		A <sup>(6)</sup>		114		(11)	(11)	Common Stock	114	(6)	8,869	D	

**Explanation of Responses:**

- Shares acquired in settlement of performance share units (which were not derivative securities received under the Company's 2011 equity incentive plan), exempt under Rule 16b-3.
- Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on December 31, 2014 in settlement of performance share units.
- Represents the opening stock price on the New York Stock Exchange on December 31, 2014.
- Gift of shares to revocable trust
- The restricted stock units will vest 100% on February 15, 2015 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- Receipt of restricted stock units in lieu of dividends paid in 2014 at an average price of \$75.49.
- The restricted stock units will vest 100% on February 16, 2016 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- The restricted stock units will vest 100% on February 13, 2016 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- The restricted stock units will vest 100% on February 13, 2018 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.

10. The restricted stock units will vest 100% on February 11, 2017 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.

11. The restricted stock units will vest 100% on May 1, 2017 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.

**Remarks:**

/s/ Richard Buchband (pursuant  
to Power of Attorney  
previously filed)      01/02/2015

\*\* 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.

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