

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

**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

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

1. Name and Address of Reporting Person* <b>Ferraro John Francis</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 Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/01/2024</b>			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		
MANPOWERGROUP INC. 100 MANPOWER PLACE			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(Street)	(City)	(State)	(Zip)					
MILWAUKEE	WI		53212					

**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	01/01/2024		A <sup>(1)</sup>		2,265	A	\$79.47 <sup>(2)</sup>	2,265	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
Deferred Stock Units	(3)	01/01/2024		A <sup>(4)</sup>		54		(3)	(3)	Common Stock	54	\$78.68 <sup>(5)</sup>	1,494	D	
Deferred Stock Units	(3)	01/01/2024		A <sup>(4)</sup>		71		(3)	(3)	Common Stock	71	\$78.68 <sup>(5)</sup>	1,970	D	
Deferred Stock Units	(3)	01/01/2024		A <sup>(4)</sup>		67		(3)	(3)	Common Stock	67	\$78.68 <sup>(5)</sup>	1,926	D	
Deferred Stock Units	(6)	01/01/2024		A <sup>(4)</sup>		37		(6)	(6)	Common Stock	37	\$78.68 <sup>(5)</sup>	1,036	D	
Deferred Stock Units	(6)	01/01/2024		A <sup>(4)</sup>		54		(6)	(6)	Common Stock	54	\$78.68 <sup>(5)</sup>	1,506	D	
Deferred Stock Units	(6)	01/01/2024		A <sup>(4)</sup>		79		(6)	(6)	Common Stock	79	\$78.68 <sup>(5)</sup>	2,182	D	
Deferred Stock Units	(7)	01/01/2024		A <sup>(4)</sup>		103		(7)	(7)	Common Stock	103	\$78.68 <sup>(5)</sup>	2,865	D	
Deferred Stock Units	(7)	01/01/2024		A <sup>(4)</sup>		55		(7)	(7)	Common Stock	55	\$78.68 <sup>(5)</sup>	1,517	D	
Deferred Stock Units	(8)	01/01/2024		A <sup>(4)</sup>		74		(8)	(8)	Common Stock	74	\$78.68 <sup>(5)</sup>	2,042	D	
Deferred Stock Units	(9)	01/01/2024		A <sup>(4)</sup>		74		(9)	(9)	Common Stock	74	\$78.68 <sup>(5)</sup>	2,049	D	
Deferred Stock Units	(9)	01/01/2024		A <sup>(4)</sup>		77		(9)	(9)	Common Stock	77	\$78.68 <sup>(5)</sup>	2,132	D	

**Explanation of Responses:**

- 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").
- Represents the Market Price (as defined in the Plan) on the last trading day of 2023.
- 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.

4. Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.

5. Represents the Average Trading Price (as defined 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 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, 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.

8. 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, 2028 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

9. 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, 2029 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

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

\*\* 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.**