| SEC Form 4 | |
|------------|--|
|------------|--|

Deferred Stock Units

(9)

01/01/2022

A⁽⁶⁾

31

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |
|--|
| or Section 20(b) of the Investment Company Act of 1040 |

| Sectio obligat | this box if no lo n 16. Form 4 or tions may contin tion 1(b). | | STAT | | d pursi | uant | to Sectio | n 16(| a) of the Sect | uritie | es Exchan | ige Act of | | ERS | HIP | Estim | | er: 3 verage burder sponse: | 0.5 | |
|--|--|------------|------------|---------|---|---|---|-------|--|-----------------------------------|--|--|--|---------------|---|-------------------------|--|--|---|--|
| 1. Name and Address of Reporting Person [*] HOWARD JULIE | | | | | | or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol <u>ManpowerGroup Inc.</u> [MAN] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title Other (specify below) below) | | | | | |
| (Last) (First) (Middle) MANPOWERGROUP INC. | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/01/2022 | | | | | | | | | | | | | | |
| 100 MANPOWER PLACE | | | | | | | endment, | Date | of Original F | iled | (Month/D | ay/Year) | | 6. Ir Line | | Joint/Grou | p Filing | g (Check Ap | plicable | |
| (Street) MILWAUKEE WI 53212 | | | | | | | | | | | | | | | K Form f | iled by Mo | • | orting Person n One Repor | I | |
| (City) | (Si | tate) | (Zip) | | | | | | | | | | | | | | | | | |
| | | Tab | le I - Nor | n-Deriv | ative | Se | curitie | s Ao | cquired, D | isp | osed o | of, or B | enefi | ciall | y Owned | k | | | | |
| Date | | | | | t. Transaction Date Month/Day/Yea | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Code (In | Transaction Di Code (Instr. 5) | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5) | | | Benefici Owned F | es ally Following | Form (D) o | n: Direct o r Indirect E Istr. 4) 0 | 7. Nature of Indirect Beneficial Dwnership | |
| | | | | | | | | | Code | v | Amount (A) or Pr | | rice Reporte Transac (Instr. 3 | | ction(s) | | | Instr. 4) | | |
| Common | Stock | | | 01/01 | /2022 | 2 | | | м | | 2,67 | 1 A | | (1) | 2, | 671 | | D | | |
| Common | Stock | | | 01/01 | /2022 | 2 | | | М | | 1,41 | 4 <i>I</i> | | (1) | 4, | 085 | | D | | |
| | | ٦ | | | | | | | luired, Dis s, options | | | | | | Owned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. 3. Transaction 3A. Deemed 4 Conversion Date Execution Date, 0 or Exercise (Month/Day/Year) if any | | | | 4. Transac Code (I 3) | | 5. Number 6 on of E | | 6. Date Exercisat Expiration Date (Month/Day/Year) | | ble and 7. Title and Amount of Securities Underlying Derivative Sect (Instr. 3 and 4) | | 8. Price o 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 | | cpiration ate | Title | Amo or Nun of Sha | | | | | | | |
| Deferred Stock Units | (2) | 01/01/2022 | | | A ⁽³⁾ | | 1,798 | | (2) | | (2) | Common Stock | 1,7 | 798 | \$97.33 ⁽⁴⁾ | 1,79 | в | D | | |
| Deferred Stock Units | (5) | 01/01/2022 | | | A ⁽⁶⁾ | | 62 | | (5) | | (5) | Common Stock | 6 | 2 | \$105.86 ⁽⁷⁾ | 2,67 | 1 | D | | |
| Deferred Stock Units | (5) | 01/01/2022 | | | A ⁽⁶⁾ | | 33 | | (5) | | (5) | Common Stock | ' 3 | 3 | \$105.86 ⁽⁷⁾ | 1,41 | 4 | D | | |
| Deferred Stock Units | (5) | 01/01/2022 | | | М | | 2,671 | | 01/01/2022 | 01 | /01/2022 | Common Stock | 2,6 | 571 | (1) | 0 | | D | | |
| Deferred Stock Units | (5) | 01/01/2022 | | | М | | 1,414 | | 01/01/2022 | 01 | /01/2022 | Common Stock | 1,4 | 14 | (1) | 0 | | D | | |
| Deferred Stock Units | (8) | 01/01/2022 | | | A ⁽⁶⁾ | | 34 | | (8) | | (8) | Common Stock | ' 3 | 4 | \$105.86 ⁽⁷⁾ | 1,46 | 6 | D | | |
| Deferred Stock Units | (8) | 01/01/2022 | | | A ⁽⁶⁾ | | 46 | | (8) | | (8) | Common Stock | 4 | 6 | \$105.86 ⁽⁷⁾ | 1,98 | 7 | D | | |
| Deferred Stock Units | (9) | 01/01/2022 | | | A ⁽⁶⁾ | | 2 | | (9) | | (9) | Common Stock | ' | 2 | \$105.86 ⁽⁷⁾ | 95 | | D | | |
| Deferred Stock Units | (9) | 01/01/2022 | | | A ⁽⁶⁾ | | 33 | | (9) | | (9) | Common Stock | 3 | 3 | \$105.86 ⁽⁷⁾ | 1,40 | 4 | D | | |
| Deferred Stock Units | (9) | 01/01/2022 | | | A ⁽⁶⁾ | | 22 | | (9) | | (9) | Common Stock | 2 | 2 | \$105.86 ⁽⁷⁾ | 966 | | D | | |
| Deferred Stock Units | (9) | 01/01/2022 | | | A ⁽⁶⁾ | | 43 | | (9) | | (9) | Common Stock | 4 | 3 | \$105.86 ⁽⁷⁾ | 1,83 | 6 | D | | |

Common Stock

31

\$105.86⁽⁷⁾

1,347

D

(9)

(9)

| | 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 Acquii (A) or Dispos of (D) (Instr. and 5) | tive ities red sed 3, 4 | 6. Date Exerc Expiration Da (Month/Day/Y | 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 | (9) | 01/01/2022 | | A ⁽⁶⁾ | | 44 | | (9) | (9) | Common Stock | 44 | \$105.86 ⁽⁷⁾ | 1,903 | 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 vest in quarterly installments on the last day of each calendar quarter during 2022 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" (as defined below).

3. 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").

4. Represents the Market Price (as defined in the Plan) on the last trading day of 2021.

5. 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, 2022.

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).

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, 2024 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, 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.

Remarks:

 /s/ Richard Buchband (pursuant

 to Power of Attorney
 01/04/2022

 previously filed)
 01/04/2022

** 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.