

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person * <u>CHANDRASHEKAR SRIRAM</u>  (Last) (First) (Middle) 10 HOE CHIANG ROAD #21 04/05 KEPPEL TOWERS  (Street) SINGAPORE UO 089315  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ManpowerGroup Inc. [ MAN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP
	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			

**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
Stock Option (Right to Buy) <sup>(1)</sup>	\$76.13 <sup>(2)</sup>	02/11/2014		A		10,977		(3)	02/11/2024	Common Stock	10,977	\$0.00	10,977	D	
Restricted Stock Units	\$0.00 <sup>(4)</sup>	02/11/2014		A		3,678		(4)	(4)	Common Stock	3,678	\$0.00	3,678	D	
Restricted Stock Units	\$0.00 <sup>(5)</sup>	02/11/2014		A		6,568		(5)	(5)	Common Stock	6,568	\$0.00	6,568	D	

**Explanation of Responses:**

- Stock Option Grant under the 2011 Equity Incentive Plan of the Company.
- Represents the closing price on the New York Stock Exchange on February 11, 2014, the date of the grant.
- Options will become exercisable as to 25% of the shares covered by the option on each of the first four anniversaries on the date of the grant.
- Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. 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.
- Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. The restricted stock units will vest 100% on February 11, 2018 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) 02/13/2014

\*\* 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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