

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>VAN HANDEL MICHAEL J</u> (Last) (First) (Middle) MANPOWERGROUP INC. 100 MANPOWER PLACE (Street) MILWAUKEE WI 53212 (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) SEVP
	3. Date of Earliest Transaction (Month/Day/Year) 02/02/2017	
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			
Common Stock	02/02/2017		M		21,000	A	\$53.01	44,951	D	
Common Stock	02/02/2017		M		24,835	A	\$67.12	69,786	D	
Common Stock	02/02/2017		M		10,192	A	\$76.13	79,978	D	
Common Stock	02/02/2017		M		6,002	A	\$76.97	85,980	D	
Common Stock	02/02/2017		S		76,499	D	\$97.1686 ⁽¹⁾	9,481	D	
Common Stock	02/02/2017		S		530	D	\$97.64	8,951	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
Stock Option (Right to Buy)	\$53.01	02/02/2017		M			21,000	(2)	02/18/2020	Common Stock	21,000	\$0	0	D	
Stock Option (Right to Buy)	\$67.12	02/02/2017		M			24,835	(3)	02/16/2021	Common Stock	24,835	\$0	0	D	
Stock Option (Right to Buy)	\$76.13	02/02/2017		M			10,192	(4)	02/11/2024	Common Stock	10,192	\$0	10,193	D	
Stock Option (Right to Buy)	\$76.97	02/02/2017		M			6,002	(5)	02/10/2025	Common Stock	6,002	\$0	18,006	D	

Explanation of Responses:

- This price is the weighted average price. The prices received actually ranged from \$96.60 to \$97.58. Upon request, the reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.
- 25% of the options became exercisable each on 2/18/2011, 2/18/2012, 2/18/2013, and 2/18/2014
- 25% of the options became exercisable each on 2/16/2012, 2/16/2013, 2/16/2014, and 2/16/2015.
- 25% of the options became exercisable on each of 2/11/2015 and 2/11/2016. 25% of the options become exercisable on each of 2/11/2017 and 2/11/2018.
- 25% of the options became exercisable on 2/10/2016. 25% of the options become exercisable on 2/10/2017, 2/10/2108 and 2/10/2019.

Remarks:

/s/ Richard Buchband (pursuant to Power of Attorney, 02/03/2017 previously filed)

** 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.