FORM 4

obligations may continue. See

Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

wasnington,	D.C.	20549	

Check this box if no longer subject to	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Section 16. Form 4 or Form 5	

OMB APPROVAL

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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* MONDANO DONALD O						ManpowerGroup Inc. [MAN]								neck all appli Direct	tionship of Reporting all applicable) Director Officer (give title		10% O	
	•	(First) (Middle) ROUP INC. R PLACE				3. Date of Earliest Transaction (Month/Day/Year) 02/10/2022								helow)	below) SVP, Global Controller			
(Street) MILWAU (City)		tate)	53212 (Zip)		-	If Amendment, Date of Original Filed (Month/Day/Year) tive Securities Acquired, Disposed of, or Benefice						Lin	E) X Form to Person	ridual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
1 Title of 9	Courity (Inc		le I - N	2. Transac		_	eemed	s Ac	quire	d, D				5. Amo		ا د ۲۰۰	vnership	7. Nature
1. Title of Security (Instr. 3)		Date (Month/Day/Year)		Execution Date,		Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 at			Securit Benefic Owned	ies cially Following	Form (D) o	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership			
									Code	v	Amount	(A) or (D)	Price	Reporte Transa (Instr. 3	ction(s)			(Instr. 4)
Common	Stock			02/10/2	2022				A ⁽¹⁾		2,127	A	(1)	2,1	83.18		D	
Common	Stock			02/11/2	2022				F ⁽²⁾		712	D	\$110.30	5 ⁽³⁾ 1,4	1,471.18		D	
Common	Stock			02/14/2	2022				S		1,471.18	D	\$110	4)	0 D			
		Т	able II								posed of converti			y Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		if any	emed ion Date, /Day/Year)	Code (I				6. Date Exercis Expiration Dat (Month/Day/Ye		ate	7. Title an Amount of Securities Underlyin Derivative (Instr. 3 a	f g Security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Owne Form: Direct or Ind (I) (Ins	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amount or Number of Shares					
Restricted Stock Units ⁽⁵⁾	\$0.00 ⁽⁵⁾	02/11/2022			A		1,735		(5)		(5)	Common Stock	1,735	\$0.00	1,735		D	

Explanation of Responses:

- 1. Shares acquired in settlement of performance share units granted in 2019 (which were not derivative securities received under the Company's 2011 Equity Incentive Plan, exempt under Rule 16b-3).
- 2. Shares withheld by the Issuer to satisfy the tax withholding obligations on shares acquired on February 10, 2022 in settlement of performance share units.
- 3. Represents the opening price on the New York Stock Exchange on February 11, 2022.
- 4. This price is the weighted average price. The prices received actually ranged from \$109.93 to \$110.02. 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.
- 5. Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. The restricted stock units will vest 100% on February 11, 2025 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis.

Remarks:

/s/ Richard Buchband (pursuant

to Power of Attorney 02/14/2022

<u>previously filed</u>)

** 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.