

**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	
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1. Name and Address of Reporting Person* <u>SWAN MARA E</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 Officer (give title below) Other (specify below) X EVP
	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2019	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	02/14/2019		A <sup>(1)</sup>		9,208	A	\$0 <sup>(1)</sup>	22,701	D	
Common Stock	02/14/2019		F <sup>(2)</sup>		2,923	D	\$83.91 <sup>(3)</sup>	19,778	D	
Common Stock	02/16/2019		M		3,399	A	\$0 <sup>(4)</sup>	23,177	D	
Common Stock	02/19/2019		F <sup>(5)</sup>		1,078	D	\$84.15 <sup>(6)</sup>	22,099	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
Restricted Stock Units <sup>(7)</sup>	\$0.0 <sup>(7)</sup>	02/15/2019		A		15,990		(7)	(7)	Common Stock	15,990	\$0	15,990	D	
Restricted Stock Units <sup>(4)</sup>	(4)	02/16/2019		M		3,399		(4)	(4)	Common Stock	3,399	\$0	0	D	

**Explanation of Responses:**

- Shares acquired in settlement of performance share units granted in 2016 (which were not derivative securities received under the Company's 2011 Equity Incentive Plan, exempt under Rule 16b-3).
- Shares withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 14, 2019 in settlement of performance share units.
- Represents the opening stock price on the New York Stock Exchange on February 15, 2019.
- The restricted stock units vested on February 16, 2019 and were settled in shares of ManpowerGroup common stock on a 1 for 1 basis.
- Shares withheld by Issuer to satisfy tax withholding obligations on shares acquired in settlement of restricted stock units.
- Represents the opening stock price on the New York Stock Exchange on February 19, 2019.
- Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. The restricted stock units will vest 100% on February 15, 2022 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 previously filed) 02/19/2019  
Date

\*\* 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.