

**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>GREEN DARRYL</u>  (Last) (First) (Middle) <u>MANPOWERGROUP INC.</u> <u>100 MANPOWER PLACE</u>  (Street) <u>MILWAUKEE WI 53212</u>  (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) <u>COO &amp; President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2016</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			

**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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	12/31/2016		A <sup>(2)</sup>	121		(1)	(1)	Common Stock	121	(2)	5,544	D	
Restricted Stock Units	(3)	12/31/2016		A <sup>(2)</sup>	84		(3)	(3)	Common Stock	84	(2)	3,848	D	
Restricted Stock Units	(4)	12/31/2016		A <sup>(2)</sup>	207		(4)	(4)	Common Stock	207	(2)	9,473	D	
Restricted Stock Units	(5)	12/31/2016		A <sup>(2)</sup>	209		(5)	(5)	Common Stock	209	(2)	9,534	D	

**Explanation of Responses:**

- 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.
- Receipt of restricted stock units in lieu of dividends paid in 2016 at an average price of \$76.72.
- The restricted stock units will vest 100% on May 1, 2017 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- The restricted stock units will vest 100% on February 10, 2018 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- The restricted stock units will vest 100% on February 16, 2019 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) 01/04/2017

\*\* 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.