

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | | | | | | | |
|------------------------------------------------------------------|---------------------------|----------|----------------------------------------------------------------------------------|--|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person* DOWNE WILLIAM | | | 2. Issuer Name and Ticker or Trading Symbol ManpowerGroup Inc. [MAN] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/01/2022 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| MANPOWERGROUP INC. 100 MANPOWER PLACE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | MILWAUKEE WI 53212 | | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

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 | 01/01/2022 | | A ⁽¹⁾ | | 1,798 ⁽²⁾ | A | \$97.33 ⁽³⁾ | 26,000 | 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 |
| Deferred Stock Units | (4) | 01/01/2022 | | A ⁽⁵⁾ | | 28 | | (4) | (4) | Common Stock | 28 | \$105.86 ⁽⁶⁾ | 1,210 | D | |
| Deferred Stock Units | (4) | 01/01/2022 | | A ⁽⁵⁾ | | 44 | | (4) | (4) | Common Stock | 44 | \$105.86 ⁽⁶⁾ | 1,910 | D | |
| Deferred Stock Units | (7) | 01/01/2022 | | A ⁽⁵⁾ | | 30 | | (7) | (7) | Common Stock | 30 | \$105.86 ⁽⁶⁾ | 1,300 | D | |
| Deferred Stock Units | (8) | 01/01/2022 | | A ⁽⁵⁾ | | 31 | | (8) | (8) | Common Stock | 31 | \$105.86 ⁽⁶⁾ | 1,313 | D | |
| Deferred Stock Units | (8) | 01/01/2022 | | A ⁽⁵⁾ | | 84 | | (8) | (8) | Common Stock | 84 | \$105.86 ⁽⁶⁾ | 3,608 | D | |
| Deferred Stock Units | (8) | 01/01/2022 | | A ⁽⁵⁾ | | 32 | | (8) | (8) | Common Stock | 32 | \$105.86 ⁽⁶⁾ | 1,392 | D | |
| Deferred Stock Units | (8) | 01/01/2022 | | A ⁽⁵⁾ | | 43 | | (8) | (8) | Common Stock | 43 | \$105.86 ⁽⁶⁾ | 1,836 | D | |
| Deferred Stock Units | (9) | 01/01/2022 | | A ⁽⁵⁾ | | 69 | | (9) | (9) | Common Stock | 69 | \$105.86 ⁽⁶⁾ | 2,977 | D | |
| Deferred Stock Units | (9) | 01/01/2022 | | A ⁽⁵⁾ | | 52 | | (9) | (9) | Common Stock | 52 | \$105.86 ⁽⁶⁾ | 2,234 | D | |
| Deferred Stock Units | (9) | 01/01/2022 | | A ⁽⁵⁾ | | 33 | | (9) | (9) | Common Stock | 33 | \$105.86 ⁽⁶⁾ | 1,404 | D | |
| Deferred Stock Units | (9) | 01/01/2022 | | A ⁽⁵⁾ | | 26 | | (9) | (9) | Common Stock | 26 | \$105.86 ⁽⁶⁾ | 1,126 | D | |
| Deferred Stock Units | (10) | 01/01/2022 | | A ⁽⁵⁾ | | 31 | | (10) | (10) | Common Stock | 31 | \$105.86 ⁽⁶⁾ | 1,319 | D | |
| Deferred Stock Units | (10) | 01/01/2022 | | A ⁽⁵⁾ | | 62 | | (10) | (10) | Common Stock | 62 | \$105.86 ⁽⁶⁾ | 2,671 | 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 |
| Deferred Stock Units | (10) | 01/01/2022 | | A ⁽⁵⁾ | | 41 | | (10) | (10) | Common Stock | 41 | \$105.86 ⁽⁶⁾ | 1,763 | D | |
| Deferred Stock Units | (11) | 01/01/2022 | | A ⁽⁵⁾ | | 31 | | (11) | (11) | Common Stock | 31 | \$105.86 ⁽⁶⁾ | 1,319 | D | |
| Deferred Stock Units | (11) | 01/01/2022 | | A ⁽⁵⁾ | | 44 | | (11) | (11) | Common Stock | 44 | \$105.86 ⁽⁶⁾ | 1,903 | D | |

Explanation of Responses:

- Annual grant of restricted stock under the 2011 Equity Incentive Plan of the Company (the "Plan") and the Terms and Conditions Regarding the Grant of Awards to Non-Employee Directors under the Plan (the "Terms and Conditions").
- The shares of restricted stock will vest in quarterly installments on the last day of each calendar quarter during 2022.
- Represents the Market Price (as defined in the Plan) on the last trading day of 2021.
- The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2024 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.
- Represents the Average Trading Price (as defined in the Terms and Conditions).
- The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of May 3, 2024 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2025 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2026 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2027 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2028 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

Remarks:

/s/ Richard Buchband (pursuant
to Power of Attorney 01/04/2022
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.