

ManpowerGroup Inc.  
Form 4  
January 02, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PRISING JONAS**

(Last) (First) (Middle)  
**MANPOWERGROUP INC., 100  
MANPOWER PLACE**  
  
(Street)

**MILWAUKEE, WI 53212**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**ManpowerGroup Inc. [MAN]**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/31/2014**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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	12/31/2014		A <sup>(1)</sup>		15,883	A	\$ 0 <sup>(1)</sup>
Common Stock	12/31/2014		F <sup>(2)</sup>		7,843	D	\$ 69.57 <sup>(3)</sup>
Common Stock	12/31/2014		G <sup>(4)</sup>		8,040	D	\$ 0
Common Stock					49,659	I	

By  
revocable  
trust

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(5)	12/31/2014		A(6)	66	(5) (5)		Common Stock	66 (6)
Restricted Stock Units	(7)	12/31/2014		A(6)	204	(7) (7)		Common Stock	204 (6)
Restricted Stock Units	(8)	12/31/2014		A(6)	75	(8) (8)		Common Stock	75 (6)
Restricted Stock Units	(9)	12/31/2014		A(6)	376	(9) (9)		Common Stock	376 (6)
Restricted Stock Units	(10)	12/31/2014		A(6)	68	(10) (10)		Common Stock	68 (6)
Restricted Stock Units	(11)	12/31/2014		A(6)	114	(11) (11)		Common Stock	114 (6)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		CEO	

PRISING JONAS  
MANPOWERGROUP INC.  
100 MANPOWER PLACE  
MILWAUKEE, WI 53212

## Signatures

/s/ Richard Buchband (pursuant to Power of Attorney previously filed)

01/02/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Shares acquired in settlement of performance share units (which were not derivative securities received under the Company's 2011 equity incentive plan), exempt under Rule 16b-3.
- (2) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on December 31, 2014 in settlement of performance share units.
- (3) Represents the opening stock price on the New York Stock Exchange on December 31, 2014.
- (4) Gift of shares to revocable trust
- (5) The restricted stock units will vest 100% on February 15, 2015 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (6) Receipt of restricted stock units in lieu of dividends paid in 2014 at an average price of \$75.49.
- (7) The restricted stock units will vest 100% on February 16, 2016 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (8) The restricted stock units will vest 100% on February 13, 2016 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (9) The restricted stock units will vest 100% on February 13, 2018 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (10) 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.
- (11) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.