

ManpowerGroup Inc.  
Form 4  
January 05, 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 \*  
**DOWNE WILLIAM**

(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)  
**01/01/2015**

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 01/01/2015                           |  | A <sup>(1)</sup>               | 1,980 A \$68.17   | 13,261 <sup>(3)</sup>   | D  |                                   |
|                                 |                                      |  |                                |   | <sup>(2)</sup>  |  |                                   |

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

**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 control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Deferred Stock                             | <u>(4)</u>   | 01/01/2015                           |  | A <sup>(5)</sup>               | 1,126   | <u>(4)</u> <u>(4)</u>                                    | Common Stock 1,126  | \$ 75<br><u>(6)</u>                        |
| Deferred Stock                             | <u>(7)</u>   | 01/01/2015                           |  | A <sup>(8)</sup>               | 14  | <u>(7)</u> <u>(7)</u>                                    | Common Stock 14   | \$ 75<br><u>(6)</u>                        |
| Deferred Stock                             | <u>(9)</u>   | 01/01/2015                           |  | A <sup>(8)</sup>               | 14  | <u>(9)</u> <u>(9)</u>                                    | Common Stock 14   | \$ 75<br><u>(6)</u>                        |
| Deferred Stock                             | <u>(9)</u>   | 01/01/2015                           |  | A <sup>(8)</sup>               | 39  | <u>(9)</u> <u>(9)</u>                                    | Common Stock 39   | \$ 75<br><u>(6)</u>                        |
| Deferred Stock                             | <u>(10)</u>  | 01/01/2015                           |  | A <sup>(8)</sup>               | 33  | <u>(10)</u> <u>(10)</u>                                  | Common Stock 33   | \$ 75<br><u>(6)</u>                        |
| Deferred Stock                             | <u>(10)</u>  | 01/01/2015                           |  | A <sup>(8)</sup>               | 24  | <u>(10)</u> <u>(10)</u>                                  | Common Stock 24   | \$ 75<br><u>(6)</u>                        |
| Deferred Stock                             | <u>(11)</u>  | 01/01/2015 <sup>(11)</sup>           |  | A <sup>(8)</sup>               | 15  | <u>(11)</u> <u>(11)</u>                                  | Common Stock 15   | \$ 75<br><u>(6)</u>                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DOWNE WILLIAM<br>MANPOWERGROUP INC.<br>100 MANPOWER PLACE<br>MILWAUKEE, WI 53212 |               | X         |         |       |

## Signatures

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

01/05/2015

\*\*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)

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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").

- (2) Represents the Market Price (as defined in the Plan) on the last trading day of 2014.
- (3) The shares of restricted stock will vest in quarterly installments on the last day of each calendar quarter during 2015.  
These shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2015 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2018 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and conditions (as defined below).
- (4) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of 100% of the Retainer (as defined in the Terms and Conditions) for 2015.
- (5) 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, 2019 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (6) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.  
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, 2020 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (7) 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, 2021 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (8) 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, 2017 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (9) 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, 2017 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (10) 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, 2017 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (11) 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, 2017 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

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.