

McGinnis John T
 Form 4
 February 19, 2019

FORM 4

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

OMB APPROVAL

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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 *
 McGinnis John T

(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)
 02/15/2019

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)
 EVP, CFO

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 or Price		
Common Stock	02/15/2019		A ⁽¹⁾		15,347	D	
Common Stock	02/15/2019		F ⁽²⁾		\$ 84.15 <u>(3)</u>	D	
Common Stock	02/16/2019		M		\$ 0 ⁽⁴⁾	D	
Common Stock	02/19/2019		F ⁽⁵⁾		\$ 84.15 <u>(3)</u>	D	

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units ⁽⁶⁾	\$ 0 ⁽⁶⁾	02/15/2019		A	6,041	⁽⁶⁾ ⁽⁶⁾	Common Stock 6,041
Stock Option (Right to Buy) ⁽⁷⁾	\$ 84.43 ⁽⁸⁾	02/15/2019		A	28,684	⁽⁹⁾ 02/15/2029	Common Stock 28,684
Restricted Stock Units ⁽⁴⁾	⁽⁴⁾	02/16/2019		M	5,664	⁽⁴⁾ ⁽⁴⁾	Common Stock 5,664

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGinnis John T MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212			EVP, CFO	

Signatures

/s/ Richard Buchband (pursuant to Power of Attorney previously filed) 02/19/2019

 **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 granted in 2016 (which were not derivative securities received under the Company's 2011 Equity Incentive Plan, exempt under Rule 16b-3).
- (2) Stock withheld by the Issuer to satisfy tax withholding obligations on shares acquired on February 15, 2019 in settlement of performance share units.
- (3) Represents the opening stock price on the New York Stock Exchange on February 19, 2018.
- (4) The restricted stock units vested 100% on February 16, 2019 and were settled in shares of ManpowerGroup common stock on a 1 for 1 basis.
- (5) Shares withheld by Issuer to satisfy tax withholding obligations on shares acquired in settlement of restricted stock units.
- (6) 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.
- (7) Stock Option grant under the 2011 Equity Incentive Plan of the Company.
- (8) Represents the closing stock price on the New York Stock Exchange on February 15, 2019, the date of the grant.
- (9) 25% of the options will become exercisable each on 2/15/2020, 2/15/2021, 2/15/2022, and 2/15/2023.

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.