

ManpowerGroup Inc.
Form 4
February 03, 2017

FORM 4

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

OMB APPROVAL

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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 *
VAN HANDEL MICHAEL J

(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)
02/02/2017

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)
SEVP

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	(D)	Price
Common Stock	02/02/2017		M		21,000	A	\$ 53.01
					44,951		
Common Stock	02/02/2017		M		24,835	A	\$ 67.12
					69,786		
Common Stock	02/02/2017		M		10,192	A	\$ 76.13
					79,978		
Common Stock	02/02/2017		M		6,002	A	\$ 76.97
					85,980		
Common Stock	02/02/2017		S		76,499	D	\$ 97.1686
					9,481		
							<u>(1)</u>

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Common Stock 02/02/2017 S 530 D \$ 97.64 8,951 D

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 53.01	02/02/2017		M	21,000	⁽²⁾ 02/18/2020	Common Stock	21,000
Stock Option (Right to Buy)	\$ 67.12	02/02/2017		M	24,835	⁽³⁾ 02/16/2021	Common Stock	24,835
Stock Option (Right to Buy)	\$ 76.13	02/02/2017		M	10,192	⁽⁴⁾ 02/11/2024	Common Stock	10,192
Stock Option (Right to Buy)	\$ 76.97	02/02/2017		M	6,002	⁽⁵⁾ 02/10/2025	Common Stock	6,002

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAN HANDEL MICHAEL J MANPOWERGROUP INC. 100 MANPOWER PLACE			SEVP	

MILWAUKEE, WI 53212

Signatures

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

02/03/2017

__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).

This price is the weighted average price. The prices received actually ranged from \$96.60 to \$97.58. Upon request, the reporting person

- (1) will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.
- (2) 25% of the options became exercisable each on 2/18/2011, 2/18/2012, 2/18/2013, and 2/18/2014
- (3) 25% of the options became exercisable each on 2/16/2012, 2/16/2013, 2/16/2014, and 2/16/2015.
- (4) 25% of the options became exercisable on each of 2/11/2015 and 2/11/2016. 25% of the options become exercisable on each of 2/11/2017 and 2/11/2018.
- (5) 25% of the options became exercisable on 2/10/2016. 25% of the options become exercisable on 2/10/2017, 2/10/2108 and 2/10/2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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