ManpowerGroup Inc.

Form 4

February 12, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

Expires:

3235-0287

OMB APPROVAL

January 31, 2005

0.5

Estimated average

burden hours per

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

response...

obligations may continue. See Instruction

1(b).

(Print or Type Responses)

(Last)

(City)

Security

(Instr. 3)

1. Name and Address of Reporting Person * **GREEN DARRYL**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

ManpowerGroup Inc. [MAN]

(Check all applicable)

MANPOWERGROUP INC., 100

(Street)

(State)

(Month/Day/Year)

(First)

3. Date of Earliest Transaction (Month/Day/Year)

10% Owner Other (specify

02/10/2015

X_ Officer (give title below) COO & President

Director

MANPOWER PLACE

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

MILWAUKEE, WI 53212

1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned (T) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (1)	\$ 76.97 (2)	02/10/2015		A		32,318		(3)	02/10/2025	Common Stock	32,318
Restricted Stock Units (4)	\$ 0 (4)	02/10/2015		A		9,095		<u>(4)</u>	<u>(4)</u>	Common Stock	9,095

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting owner runner runners	Director	10% Owner	Officer	Other				
GREEN DARRYL								
MANPOWERGROUP INC.			COO & Dunaidant					
100 MANPOWER PLACE			COO & President					
MILWAUKEE, WI 53212								

Signatures

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

**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) Stock Option Grant under the 2011 Equity Incentive Plan of the Company.
- (2) Represents the closing price on the New York Stock Exchange on February 10, 2015, the date of grant.
- (3) Options will become exercisable as to 25% of the shares covered by the option on each of the first four anniversaries on the date of grant.
- (4) Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. The restricted stock units will vest 100% on February 10, 2018 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.

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