

ManpowerGroup Inc.  
Form 4  
January 04, 2017

**FORM 4**

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

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

## OMB APPROVAL

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(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)

**12/31/2016**

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)

**Chairman & 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of Derivative | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of Derivative<br>Security |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|----------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|----------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------|

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| (Instr. 3)                   | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | (Instr. 5) |     |                     |                    |                 |                                        |            |
|------------------------------|------------------------------------|------------------|------------|-----------------------------------------------------------------------------------|------------|-----|---------------------|--------------------|-----------------|----------------------------------------|------------|
|                              |                                    |                  | Code       | V                                                                                 | (A)        | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |            |
| Restricted<br>Stock<br>Units | <u>(1)</u>                         | 12/31/2016       | A          | <u>(2)</u>                                                                        | 669        |     | <u>(1)</u>          | <u>(1)</u>         | Common<br>Stock | 669                                    | <u>(2)</u> |
| Restricted<br>Stock<br>Units | <u>(3)</u>                         | 12/31/2016       | A          | <u>(2)</u>                                                                        | 121        |     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 121                                    | <u>(2)</u> |
| Restrcited<br>Stock<br>Units | <u>(4)</u>                         | 12/31/2016       | A          | <u>(2)</u>                                                                        | 202        |     | <u>(4)</u>          | <u>(4)</u>         | Common<br>Stock | 202                                    | <u>(2)</u> |
| Restricted<br>Stock<br>Units | <u>(5)</u>                         | 12/31/2016       | A          | <u>(2)</u>                                                                        | 334        |     | <u>(5)</u>          | <u>(5)</u>         | Common<br>Stock | 334                                    | <u>(2)</u> |
| Restricted<br>Stock<br>Units | <u>(6)</u>                         | 12/31/2016       | A          | <u>(2)</u>                                                                        | 447        |     | <u>(6)</u>          | <u>(6)</u>         | Common<br>Stock | 447                                    | <u>(2)</u> |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |                |       |
|----------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                  | Director      | 10% Owner | Officer        | Other |
| PRISING JONAS<br>MANPOWERGROUP INC.<br>100 MANPOWER PLACE<br>MILWAUKEE, WI 53212 | X             |           | Chairman & CEO |       |

## Signatures

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

01/04/2017

\_\_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).

(1) 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.

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- (2) Receipt of restricted stock units in lieu of dividends paid in 2016 at an average price of \$76.72.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) The restricted stock units will vest 100% on February 16, 2019 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.

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