Edgar Filing: ManpowerGroup Inc. - Form 4

Manpower Form 4	Group Inc.											
February 03										PROVAL		
FORM	VI 4 _{UNITED}	STATES	S SECU	RITIES	AND EX	CHA	ANGE C	OMMISSION		-		
Check t	this box		Wa	ashingto	n, D.C. 2	0549			Number:	3235-0287		
Check this box if no longer subject to STATEMENT OF			F CHAI	NGES II	N RENEF	TCL	AL OWN	ERSHIP OF	Expires:	January 31, 2005		
subject Section	10			SECU		Estimated average burden hours per						
Form 4 or			Castian	16(a) of	the Central	4. a T	7	A at af 1024	response	0.5		
Form 5 obligations may continue. See Instruction 1(b). 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	e Responses)											
1. Name and VAN HAN	Symbol					5. Relationship of Reporting Person(s) to Issuer						
			ManpowerGroup Inc. [MAN] 3. Date of Earliest Transaction					(Check all applicable)				
				Day/Year)		l		Director 10% Owner				
				02/02/2017				X_ Officer (give title Other (specify below) below) SEVP				
				. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed(Me MILWAUKEE, WI 53212) by One Reporting Person by More than One Reporting			
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative	e Secu		iired, Disposed of,	or Beneficial	v Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed			4. Securit iomr Dispos (Instr. 3, 4	ties Ac	cquired (A) (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(111501. 4)			
Common Stock	02/02/2017			М	21,000	A	\$ 53.01	44,951	D			
Common Stock	02/02/2017			М	24,835	А	\$ 67.12	69,786	D			
Common Stock	02/02/2017			М	10,192	А	\$ 76.13	79,978	D			
Common Stock	02/02/2017			М	6,002	А	\$ 76.97	85,980	D			
Common Stock	02/02/2017			S	76,499	D	\$ 97.1686	5 9,481	D			

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Common	02/02/2017	c	520	D	\$ 97.64	Q 051	Л
Stock	02/02/2017	3	550	D	\$ 97.04	0,951	D

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.

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. 5. Number of Transactio-Derivative Code Securities (Instr. 8) 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
Stock Option (Right to Buy)	\$ 53.01	02/02/2017		М	21,000	(2)	02/18/2020	Common Stock	21,000
Stock Option (Right to Buy)	\$ 67.12	02/02/2017		М	24,835	<u>(3)</u>	02/16/2021	Common Stock	24,835
Stock Option (Right to Buy)	\$ 76.13	02/02/2017		М	10,192	<u>(4)</u>	02/11/2024	Common Stock	10,192
Stock Option (Right to Buy)	\$ 76.97	02/02/2017		М	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			

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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) $\frac{25\%}{\text{and }2/11/2015}$ and $\frac{2}{11/2016}$. $\frac{25\%}{25\%}$ of the options become exercisable on each of $\frac{2}{11/2017}$ and $\frac{2}{11/2018}$.
- (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. 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.