

ManpowerGroup Inc.  
Form 4  
January 02, 2015

**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

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

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

(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)

**12/31/2014**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

**COO & President**

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**

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)
Common Stock	12/31/2014		A <sup>(1)</sup>	15,883 A	\$ 0 <sup>(1)</sup> 25,245	D	
Common Stock	12/31/2014		F <sup>(2)</sup>	7,843 D	\$ 69.57 <sup>(3)</sup> 17,402	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  
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SEC 1474  
(9-02)

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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 (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. Price of Derivative Security (Instr. 5)
				Code	V	(A)	(D)	
Restricted Stock Units	(4)	12/31/2014		A(5)	66	(4)	(4)	Common Stock 66 (5)
Restricted Stock Units	(6)	12/31/2014		A(5)	75	(6)	(6)	Common Stock 75 (5)
Restricted Stock Units	(7)	12/31/2014		A(5)	68	(7)	(7)	Common Stock 68 (5)
Restricted Stock Units	(8)	12/31/2014		A(5)	47	(8)	(8)	Common Stock 47 (5)

## Reporting Owners

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

## Signatures

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

01/02/2015

\*\*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 (which were not derivative securities received under the Company's 2011 equity incentive plan), exempt under Rule 16b-3.
- (2) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on December 31, 2014 in settlement of performance share units.
- (3) Represents the opening stock price on the New York Stock Exchange on December 31, 2014.
- (4) The restricted stock units will vest 100% on February 15, 2015 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (5) Receipt of restricted stock units in lieu of dividends paid in 2014 at an average price of \$75.49.
- (6) The restricted stock units will vest 100% on February 13, 2016 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (7) 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.
- (8) 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.

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.