

ManpowerGroup Inc.  
Form 4  
July 31, 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  
Expires: January 31,  
2015  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JOERRES JEFFREY A**

(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)  
**07/30/2015**

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)  
Executive Chairman

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)
Common Stock	07/30/2015		M	66,928	A \$ 53.01	66,928	D
Common Stock	07/30/2015		M	26,745	A \$ 44.81	93,673	D
Common Stock	07/30/2015		M	30,412	A \$ 52.55	124,085	D
Common Stock	07/30/2015		S	105,322	D \$ (1) 89.8173	18,763	D
Common Stock	07/30/2015		S	18,763	D \$ 90.2558	0	D

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(2)

Common Stock 300 I by trust in wife's name

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

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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 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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 53.01	07/30/2015		M	66,928	(3) 02/18/2020	Common Stock	66,928
Stock Option (Right to Buy)	\$ 44.81	07/30/2015		M	26,745	(4) 02/15/2022	Common Stock	26,745
Stock Option (Right to Buy)	\$ 52.55	07/30/2015		M	30,412	(5) 02/13/2023	Common Stock	30,412

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOERRES JEFFREY A MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	X		Executive Chairman	

## Signatures

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

07/31/2015

\_\_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).

This price is the weighted average price. The prices received actually ranged from \$89.14 to \$90.14. 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.

This price is the weighted average price. The prices received actually ranged from \$90.1462 to \$90.47. Upon request, the reporting person  
(2) 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.

(3) 25% of the options became exercisable each on 2/18/2011, 2/18/2012, 2/18/2013, and 2/18/2014.

(4) 25% of the options became exercisable on each of 2/15/2013, 2/15/2014, and 2/15/2015. 25% of the options become exercisable on 2/15/2016.

(5) 25% of the options became exercisable on each of 2/13/2014 and 2/13/2015. 25% of the options become exercisable on 2/13/2016 and 2/13/2017.

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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