

PRISING JONAS

Form 4

May 22, 2013

**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,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

**05/20/2013**

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 below) \_\_\_\_ Other (specify below)

President, ManpowerGroup

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/20/2013		M		26,250	A	\$ 30.96	26,250	D	
Common Stock	05/20/2013		S		200	D	\$ 57.62	26,050	D	
Common Stock	05/20/2013		S		100	D	\$ 57.63	25,950	D	
Common Stock	05/20/2013		S		800	D	\$ 57.64	25,150	D	
Common Stock	05/20/2013		S		3,100	D	\$ 57.65	22,050	D	

Edgar Filing: PRISING JONAS - Form 4

Common Stock	05/20/2013	S	100	D	\$ 57.6557	21,950	D
Common Stock	05/20/2013	S	100	D	\$ 57.656	21,850	D
Common Stock	05/20/2013	S	1,600	D	\$ 57.66	20,250	D
Common Stock	05/20/2013	S	100	D	\$ 57.6634	20,150	D
Common Stock	05/20/2013	S	1,600	D	\$ 57.67	18,550	D
Common Stock	05/20/2013	S	1,500	D	\$ 57.68	17,050	D
Common Stock	05/20/2013	S	200	D	\$ 57.6825	16,850	D
Common Stock	05/20/2013	S	100	D	\$ 57.6896	16,750	D
Common Stock	05/20/2013	S	2,468	D	\$ 57.69	14,282	D
Common Stock	05/20/2013	S	1,900	D	\$ 57.7	12,382	D
Common Stock	05/20/2013	S	100	D	\$ 57.7008	12,282	D
Common Stock	05/20/2013	S	100	D	\$ 57.7032	12,182	D
Common Stock	05/20/2013	S	915	D	\$ 57.71	11,267	D
Common Stock	05/20/2013	S	3,000	D	\$ 57.72	8,267	D
Common Stock	05/20/2013	S	5,608	D	\$ 57.73	2,659	D
Common Stock	05/20/2013	S	1,000	D	\$ 57.75	1,659	D
Common Stock	05/20/2013	S	100	D	\$ 57.76	1,559	D
Common Stock	05/20/2013	S	59	D	\$ 57.77	1,500	D
Common Stock	05/20/2013	S	500	D	\$ 57.79	1,000	D
Common Stock	05/20/2013	S	700	D	\$ 57.8	300	D
	05/20/2013	S	100	D	\$ 57.81	200	D

# Edgar Filing: PRISING JONAS - Form 4

Common  
Stock

Common Stock	05/20/2013	S	100	D	\$ 57.811	100	D
-----------------	------------	---	-----	---	-----------	-----	---

Common Stock	05/20/2013	S	100	D	\$ 57.84	0	D
-----------------	------------	---	-----	---	----------	---	---

Common Stock						33,623	I	by revocable trust
-----------------	--	--	--	--	--	--------	---	--------------------------

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.**

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
Stock Option (Right to Buy)	\$ 30.96	05/20/2013		M	26,250	<u>(1)</u> 02/17/2019	Common Stock	26,250

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PRISING JONAS MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	President, ManpowerGroup

## Signatures

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

05/22/2013

\_\_\_\_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) 25% became exercisable on each of February 17, 2010, 2011, 2012, and 2013, respectively.

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.