

ManpowerGroup Inc.
Form 4
April 29, 2014

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 *
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)

04/25/2014

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)

Chrm, Chf Ex Off

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 | 04/25/2014 | | M | 53,490 | A \$ 44.81 398,672 | D | |
| Common Stock | 04/25/2014 | | S | 99,550 | D \$ 80.3681 299,122 | D | |
| Common Stock | 04/25/2014 | | S | 99,503 | D \$ 81.1704 199,619 | D | |
| Common Stock | 04/25/2014 | | S | 1,700 | D \$ 82.1927 197,919 | D | |

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| | | | | | | | |
|-----------------|------------|---|--------|---|----------------------|---------|---|
| Common Stock | 04/28/2014 | S | 19,137 | D | \$ 80.1379 (4) | 178,782 | D |
|-----------------|------------|---|--------|---|----------------------|---------|---|

| | | | | | | | | |
|-----------------|--|--|--|--|--|-----|---|-------------------------------|
| 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.

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) | \$ 44.81 | 04/25/2014 | | M | 53,490 | (5) 02/15/2022 | Common Stock | 53,490 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| | Director 10% Owner Officer Other |
| JOERRES JEFFREY A MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212 | X Chrm, Chf Ex Off |

Signatures

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

04/29/2014

__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 \$80.00 to \$80.996. 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 \$81.00 to \$81.85. 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.

This price is the weighted average price. The prices received actually ranged from \$82.02 to \$82.55. Upon request, the reporting person

(3) 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 \$80.00 to \$80.385. Upon request, the reporting person

(4) 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.

(5) 25% of the options became exercisable on each of 2/15/2013 and 2/15/2014. 25% of the options become exercisable on each of 2/15/2015 and 2/15/2016.

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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