ManpowerGroup Inc. Form 4

February 18, 2016

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* CHANDRASHEKAR SRIRAM

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ManpowerGroup Inc. [MAN]

3. Date of Earliest Transaction

(Check all applicable)

MANPOWERGROUP INC. 10 HOE 02/16/2016

(First)

(Middle)

(Zip)

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

CHIANG ROAD, #21 04/05

below) below) **EVP** 

**KEPPEL TOWERS** 

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

**SINGAPORE**, U0 089315

1. Title of 2. Transaction Date 2A. Deemed Security

(State)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative** 

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

#### Edgar Filing: ManpowerGroup Inc. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day	Year)	(Instr. 3 and	4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (1)	\$ 75.07 (2)	02/16/2016		A	14,228	<u>(3)</u>	02/16/2026	Common Stock	14,228
Restricted Stock Units (4)	\$ 0 (4)	02/16/2016		A	3,730	<u>(4)</u>	<u>(4)</u>	Common Stock	3,730
Restricted Stock Units (5)	\$ 0 (5)	02/16/2016		A	6,661	(5)	<u>(5)</u>	Common Stock	6,661

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
Reporting Owner Funder Funderess	Director	10% Owner	Officer	Other	
CHANDRASHEKAR SRIRAM					
MANPOWERGROUP INC. 10 HOE CHIANG ROAD					
#21 04/05 KEPPEL TOWERS	EVP				
SINGAPORE, U0 089315					

#### **Signatures**

/s/ Richard Buchband (pursuant to Power of Attorney previously filed) 02/18/2016

\*\*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) Stock Option grant under the 2011 Equity Incentive Plan of the Company.
- (2) Represents the closing stock price on the New York Stock Exchange on February 16, 2016, the date of the grant.
- (3) 25% of the options will become exercisable on each of 2/16/2017, 2/16/2018, 2/16/2019, and 2/16/2020.
- (4) Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. The restricted stock units will vest 100% on February 16, 2019 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis.
- (5) Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. The restricted stock units will vest 100% on February 16, 2021 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis.

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.

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