

ManpowerGroup Inc.
Form 3
February 13, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

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

(Last) (First) (Middle)

10 HOE CHIANG ROAD,Â #21
04/05 KEPPEL TOWERS

(Street)

SINGAPORE,Â U0Â 089315

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
02/11/2014

3. Issuer Name **and** Ticker or Trading Symbol
ManpowerGroup Inc. [MAN]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
EVP

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy) ⁽¹⁾	Â ⁽²⁾	02/18/2020	Common Stock	7,500	\$ 53.01	D	Â
Stock Option (Right to Buy) ⁽¹⁾	Â ⁽³⁾	02/16/2021	Common Stock	3,045	\$ 67.12	D	Â
Restricted Stock Units ⁽⁴⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	2,505	\$ 0	D	Â
Restricted Stock Units ⁽⁴⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	1,000	\$ 0	D	Â
Restricted Stock Units ⁽⁶⁾	Â ⁽⁷⁾	Â ⁽⁷⁾	Common Stock	3,435	\$ 0	D	Â
Stock Option (Right to Buy) ⁽⁸⁾	Â ⁽⁹⁾	02/15/2022	Common Stock	4,190	\$ 44.81	D	Â
Restricted Stock Units ⁽⁶⁾	Â ⁽¹⁰⁾	Â ⁽¹⁰⁾	Common Stock	1,544	\$ 0	D	Â
Stock Option (Right to Buy) ⁽⁸⁾	Â ⁽¹¹⁾	02/13/2023	Common Stock	6,636	\$ 52.55	D	Â

Reporting Owners

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

Signatures

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

02/13/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 2003 Equity Incentive Plan of the Company (the "2003 Plan").
- (2) 5,000 shares are currently exercisable. 2,500 shares become exercisable on 2/18/2014.
- (3) 1,522 shares are currently exercisable. 761 become exercisable on 2/16/2014; and 762 become exercisable on 2/16/2015.
- (4) Restricted Stock Unit grant under the 2003 Plan.
- (5) The restricted stock units will vest 100% on February 16, 2014 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.

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- (6) Restricted Stock Unit grant under the 2011 Equity Incentive Plan of the Company (the "2011 Plan").
- (7) 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.
- (8) Stock Option grant under the 2011 Plan.
- (9) 1,047 shares are currently exercisable. 1,048 become exercisable on 2/15/2014; 1,047 become exercisable on 2/15/2015; and 1,048 become exercisable on 2/15/2016.
- (10) 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.
- (11) 25% of the options become exercisable on each of 2/13/2014, 2/13/2015, 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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