

PRISING JONAS  
Form 4  
February 19, 2019

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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## 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

(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)  
02/15/2019

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)  
Chairman & CEO

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	02/15/2019		A <sup>(1)</sup>	57,547	A \$ 0 <sup>(1)</sup> 57,547	D	
Common Stock	02/15/2019		F <sup>(2)</sup>	25,349	D \$ 84.15 <sup>(3)</sup> 32,198	D	
Common Stock	02/16/2019		M	21,238	A \$ 0 <sup>(4)</sup> 53,436	D	
Common Stock	02/19/2019		F <sup>(5)</sup>	8,227	D \$ 84.15 <sup>(3)</sup> 45,209	D	
	02/19/2019		G <sup>(6)</sup>	45,209	D \$ 0 0	D	

Common  
Stock

Common  
Stock

212,805 I

By  
revocable  
trust

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units <sup>(7)</sup>	\$ 0 <sup>(7)</sup>	02/15/2019		A	21,912	<sup>(7)</sup> <sup>(7)</sup>	Common Stock 21,912
Stock Option (Right to Buy) <sup>(8)</sup>	\$ 84.43 <sup>(9)</sup>	02/15/2019		A	104,050	<sup>(10)</sup> 02/15/2029	Common Stock 104,050
Restricted Stock Units <sup>(4)</sup>	<sup>(4)</sup>	02/16/2019		M	21,238	<sup>(4)</sup> <sup>(4)</sup>	Common Stock 21,238

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRISING JONAS MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	X		Chairman & CEO	

## Signatures

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

02/19/2019

\_\_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) Shares acquired in settlement of performance share units granted in 2016 (which were not derivative securities received under the Company's 2011 Equity Incentive Plan, exempt under Rule 16b-3).
- (2) Stock withheld by the Issuer to satisfy tax withholding obligations on shares acquired on February 15, 2019 in settlement of performance share units.
- (3) Represents the opening stock price on the New York Stock Exchange on February 19, 2019.
- (4) The restricted stock units vested on February 16, 2019 and were settled in shares of ManpowerGroup common stock on a 1 for 1 basis.
- (5) Shares withheld by Issuer to satisfy tax withholding obligations on shares acquired in settlement of restricted stock units.
- (6) Gift of shares to revocable trust.
- (7) Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. The restricted stock units will vest 100% on February 15, 2022 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis.
- (8) Stock Option grant under the 2011 Equity Incentive Plan of the Company.
- (9) Represents the closing stock price on the New York Stock Exchange on February 15, 2019, the date of the grant.
- (10) 25% of the options will become exercisable each on 2/15/2020, 2/15/2021, 2/15/2022, and 2/15/2023.

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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