

SULLIVAN OWEN J
 Form 4
 February 22, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SULLIVAN OWEN J

(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)
 02/21/2013

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)
 EVP, President Specialty Brand

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/21/2013		S		700	D	\$ 54.06
Common Stock	02/21/2013		S		800	D	\$ 54.07
Common Stock	02/21/2013		S		100	D	\$ 54.0705
Common Stock	02/21/2013		S		200	D	\$ 54.0723
Common Stock	02/21/2013		S		100	D	\$ 54.075

Edgar Filing: SULLIVAN OWEN J - Form 4

Common Stock	02/21/2013	S	400	D	\$ 54.078	13,842	D
Common Stock	02/21/2013	S	600	D	\$ 54.08	13,242	D
Common Stock	02/21/2013	S	1,500	D	\$ 54.09	11,742	D
Common Stock	02/21/2013	S	100	D	\$ 54.092	11,642	D
Common Stock	02/21/2013	S	200	D	\$ 54.1	11,442	D
Common Stock	02/21/2013	S	300	D	\$ 54.13	11,142	D
Common Stock	02/21/2013	S	100	D	\$ 54.14	11,042	D
Common Stock	02/21/2013	S	100	D	\$ 54.145	10,942	D
Common Stock	02/21/2013	S	700	D	\$ 54.15	10,242	D
Common Stock	02/21/2013	S	400	D	\$ 54.18	9,842	D
Common Stock	02/21/2013	S	200	D	\$ 54.2	9,642	D
Common Stock	02/21/2013	S	1,200	D	\$ 54.21	8,442	D
Common Stock	02/21/2013	S	600	D	\$ 54.25	7,842	D
Common Stock	02/21/2013	S	300	D	\$ 54.26	7,542	D
Common Stock	02/21/2013	S	100	D	\$ 54.275	7,442	D
Common Stock	02/21/2013	S	100	D	\$ 54.28	7,342	D
Common Stock	02/21/2013	S	100	D	\$ 54.289	7,242	D
Common Stock	02/21/2013	S	100	D	\$ 54.29	7,142	D
Common Stock	02/21/2013	S	1,442	D	\$ 54.3	5,700	D
Common Stock	02/21/2013	S	100	D	\$ 54.3018	5,600	D
	02/21/2013	S	100	D		5,500	D

Edgar Filing: SULLIVAN OWEN J - Form 4

Common Stock					\$	54.3054		
Common Stock	02/21/2013		S	300	D	\$ 54.3057	5,200	D
Common Stock	02/21/2013		S	300	D	\$ 54.31	4,900	D
Common Stock	02/21/2013		S	200	D	\$ 54.3153	4,700	D
Common Stock	02/21/2013		S	100	D	\$ 54.318	4,600	D

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN OWEN J MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212			EVP, President Specialty Brand	

Signatures

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

02/22/2013

_____*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).

Remarks:

Filing 1 of 2

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.