

SWAN MARA E  
Form 4  
February 13, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
SWAN MARA E

(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)  
02/10/2018

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

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	02/10/2018		M	3,301 A	\$ 0 <sup>(1)</sup>	27,986	D
Common Stock	02/11/2018		M	7,042 A	\$ 0 <sup>(2)</sup>	35,028	D
Common Stock	02/12/2018		F <sup>(3)</sup>	3,216 D	\$ 116.97 <sup>(4)</sup>	31,812	D
Common Stock	02/13/2018		S	7,127 D	\$ 118.84 <sup>(5)</sup>	24,685	D



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- (2) The restricted stock units vested on February 11, 2018 and were settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (3) Stock withheld by the Issuer to satisfy tax withholding obligations on shares acquired in settlement of restricted stock units.
- (4) Represents the opening stock price on the New York Stock Exchange on February 12, 2018.  
This price is the weighted average price. The prices received actually ranged from \$118.25 to \$119.24. Upon request, the reporting person
- (5) 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.

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.