SWAN MARA E Form 4 February 13, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

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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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **SWAN MARA E**

Symbol ManpowerGroup Inc. [MAN]

(Month/Day/Year)

02/10/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

EVP

below)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner _ Other (specify

MANPOWERGROUP INC., 100

(Street)

MANPOWER PLACE

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

Applicable Line)

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

Person

below)

MILWAUKEE, WI 53212

(City)	(State)	(Zip) Tab l	le I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi or(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D)	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 (1)	27,986	D	
Common Stock	02/11/2018		M	7,042	A	\$ 0 (2)	35,028	D	
Common Stock	02/12/2018		F(3)	3,216	D	\$ 116.97 (4)	31,812	D	
Common Stock	02/13/2018		S	7,127	D	\$ 118.84 (5)	24,685	D	

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

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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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	Secu Acqu (A) o Disp (D)	urities uired or posed of tr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	<u>(1)</u>	02/10/2018		M		3,301	<u>(1)</u>	<u>(1)</u>	Common Stock	3,301	\$
Restricted Stock Units (2)	(2)	02/11/2018		M		7,042	(2)	(2)	Common Stock	7,042	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
SWAN MARA E							
MANPOWERGROUP INC.			EVD				
100 MANPOWER PLACE			EVP				
MILWAUKEE, WI 53212							

Signatures

/s/ Richard Buchband (pursuant to Power of Attorney previously filed) 02/13/2018

**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) The restricted stock units vested on February 10, 2018 and were settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.

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- The restricted stock units vested on February 11, 2018 and were settled in shares of ManpowerGroup common stock on a 1 for 1 basis **(2)** 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 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.