#### **BUCHBAND RICHARD**

Form 4

February 16, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

burden hours per

Estimated average response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(7:n)

(State)

1(b).

(C:tr.)

(Print or Type Responses)

1. Name and Address of Reporting Person * BUCHBAND RICHARD			2. Issuer Name and Ticker or Trading Symbol ManpowerGroup Inc. [MAN]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
MANPOWERGROUP INC., 100 MANPOWER PLACE			02/15/2018	X Officer (give title Other (specify below)		
				SVP, General Counsel		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
MILWAUKE	EE, WI 53212	2		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative	Secu	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 on(A) or D (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	02/15/2018		A <u>(1)</u>	6,549	A	\$ 0 (1)	11,535	D	
Common Stock	02/15/2018		F(2)	2,078	D	\$ 124.05 (3)	9,457	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: BUCHBAND RICHARD - Form 4

# 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. Transactic Code (Instr. 8)	5. Number conf 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 or Number of Shares
Restricted Stock Units (4)	\$ 0 (4)	02/15/2018		A	1,303	<u>(4)</u>	<u>(4)</u>	Common Stock	1,303
Stock Option (Right to Buy) (5)	\$ 122.87 (6)	02/15/2018		A	5,086	<u>(7)</u>	02/15/2028	Common Stock	5,086

## **Reporting Owners**

ationships
a

Director 10% Owner Officer Other

BUCHBAND RICHARD MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212

SVP, General Counsel

## **Signatures**

/s/ Richard 02/16/2018 Buchband

\*\*Signature of Date

Reporting Person

## **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 2015 (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, 2018 in settlement of performance share units.
- (3) Represents the opening stock price on the New York Stock Exchange on February 15, 2018.

**(4)** 

Reporting Owners 2

### Edgar Filing: BUCHBAND RICHARD - Form 4

Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. The restricted stock units will vest 100% on February 15, 2021 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis.

- (5) Stock Option grant under the 2011 Equity Incentive Plan of the Company.
- (6) Represents the closing stock price on the New York Stock Exchange on February 15, 2018, the date of the grant.
- (7) 25% of the options will become exercisable each on 2/15/2019, 2/15/2020, 2/15/2021, and 2/15/2022.

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.