

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|---|--|--|
| 1. Name and Address of Reporting Person* <u>VAN HANDEL MICHAEL J</u> (Last) (First) (Middle) <u>MANPOWERGROUP INC.</u> <u>100 MANPOWER PLACE</u> (Street) <u>MILWAUKEE WI 53212</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ManpowerGroup Inc. [MAN]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, CFO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2015</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/31/2015 | | A ⁽¹⁾ | | 16,651 | A | \$0 ⁽¹⁾ | 64,390 | D | |
| Common Stock | 12/31/2015 | | F ⁽²⁾ | | 7,913 | D | \$85.05 ⁽³⁾ | 56,477 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Amount or Number of Shares |
| Restricted Stock Units | (4) | 12/31/2015 | | A ⁽⁵⁾ | | 183 | | (4) | (4) | Common Stock | 183 | (5) | 9,953 | D | |
| Restricted Stock Units | (6) | 12/31/2015 | | A ⁽⁵⁾ | | 130 | | (6) | (6) | Common Stock | 130 | (5) | 7,050 | D | |
| Restricted Stock Units | \$0.0 ⁽⁷⁾ | 12/31/2015 | | A ⁽⁵⁾ | | 127 | | (7) | (7) | Common Stock | 127 | (5) | 6,883 | D | |

Explanation of Responses:

- Shares acquired in settlement of performance share units (which were not derivative securities received under the Company's 2011 equity incentive plans), exempt under Rule 16b-3.
- Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on December 31, 2015 in settlement of performance share units.
- Represents the opening stock price on the New York Stock Exchange on December 31, 2015.
- The restricted stock units will vest 100% on February 13, 2016 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- Receipt of restricted stock units in lieu of dividends paid in 2015 at an average price of \$85.43.
- The restricted stock units will vest 100% on February 11, 2017 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- The restricted stock units will vest 100% on February 10, 2018 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.

Remarks:

/s/ Richard Buchband (pursuant to Power of Attorney previously filed) 01/05/2016

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.