SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
GREEN DARRYL	ManpowerGroup Inc. [MAN]	

1. Name and Address of Reporting Person[*]

GREEN DARRYL

(Last)	(First)	(Middle)

10 HOE CHIANG ROAD

#21 04/05 KEPPEL TOWERS

(Street)

SINGAPORE	U0	089315

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

ManpowerGroup Inc. [MAN]

3. Date of Earliest Transaction (Month/Day/Year)

02/11/2014

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

President, ManpowerGroup

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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)
			Code	V	Amount	(A) or (D)	Price			

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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)[1]	$76.13[2]	02/11/2014		A		15,681		[3]	02/11/2024	Common Stock	15,681	$0.00	15,681	D	
Restricted Stock Units[4]	$0.00[4]	02/11/2014		A		5,255		[4]	[4]	Common Stock	5,255	$0.00	5,255	D	

Explanation of Responses:

1. Stock Option Grant under the 2011 Equity Incentive Plan of the Company.

2. Represents the closing price on the New York Stock Exchange on February 11, 2014, the date of grant.

3. Options will become exercisable as to 25% of the shares covered by the option on each of the first four anniversaries on the date of grant.

4. Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. 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.

Remarks:

/s/ Richard Buchband (Pursuant to Power of Attorney previously filed) — 02/13/2014

** Signature of Reporting Person — Date