FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
vvasiliigtoii,	D.C.	20343

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number: 3235-0287									
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Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

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 ar	nd Address of	Reporting Person*			2. Iss	suer	Name a ı	nd Tic	cker or Trac	ding S	ymbol			5. F	elationship	of Reportin	g Pers	son(s) to Iss	uer
		MICHAEL J			ManpowerGroup Inc. [MAN] (Check all applicable) X Director 10% Owner														
<u> </u>		TVITCIII IEE U	•												X Directo				· I
_	WERGRO	UP INC.	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 01/01/2021							Officer below)	(give title		Other (s below)	pecify			
100 MANPOWER PLACE					4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
(Street) MILWAUKEE WI 53212												Line	X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(St	tate)	(Zip)																
		Tab	le I - Non-E	Deriva	tive	Sec	uritie	s Ac	quired,	Dis	osed o	of, or	Ben	eficial	ly Owned	k			
Dat					Day/Year) if		2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr.					Beneficially Owned Following				7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount		(A) or (D)	Price	Price Reported Transaction(s) (Instr. 3 and 4)				
Common Stock			01/01/	/2021		М		1,371 A		(1)	9,	9,724		D					
		Т	able II - De (e.						uired, D s, option						Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/Y	Co	ansact		5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr.: and 5)	tive ties ed sed	6. Date Exercisable and Expiration Date (Month/Day/Year) (Month/Day/Year) 7. Title and Amount of Securities Underlying Derivative Sect (Instr. 3 and 4)				8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4		Beneficial Ownership (Instr. 4)		
				Co	ode \	<i>,</i>	(A)	(D)	Date Exercisab		xpiration ate	Title	O N	amount or lumber of shares					
Deferred Stock Units	(2)	01/01/2021		A	(3)		1,941		(2)		(2)	Com		1,941	\$90.18 ⁽⁴⁾	1,941		D	
Deferred Stock Units	(5)	01/01/2021		A	(6)		42		(5)		(5)	Com		42	\$71.31 ⁽⁷⁾	1,371		D	
Deferred Stock Units	(5)	01/01/2021		1	М		1,371		01/01/202	1 0	1/01/2021	Com		1,371	(1)	0		D	

Explanation of Responses:

(8)

Deferred

Deferred

Stock Units

Stock Units

- $1. \ Settlement \ of \ shares \ of \ deferred \ stock \ in \ shares \ of \ Manpower Group \ common \ stock \ on \ a \ 1 \ for \ 1 \ basis.$
- 2. The shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2021 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2024 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the "Terms and Conditions" (as defined below).

(8)

(8)

- 3. Annual grant of deferred stock under the 2011 Equity Incentive Plan of the Company (the "Plan") and the Terms and Conditions Regarding the Grant of Awards to Non-Employee Directors under the Plan (the "Terms and Conditions").
- 4. Represents the Market Price (as defined in the Plan) on the last trading day of 2020.

01/01/2021

01/01/2021

- 5. The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2021 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- 6. Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.
- 7. Represents the Average Trading Price (as defined in the Terms and Conditions).
- 8. The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2022 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- 9. The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2023 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions

Remarks:

/s/ Richard Buchband (pursuant to Power of Attorney 01/05/2021 previously filed)

** Signature of Reporting Person Date

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Stock

Stock

\$71.31⁽⁷⁾

\$71.31⁽⁷⁾

2,609

1,859

D

D

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).

A⁽⁶⁾

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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 res	pond unless the form displays a current	ly valid OMB Number.