

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

**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* <b>WALTER JOHN R</b> <hr/> (Last) (First) (Middle) <b>MANPOWERGROUP INC.</b> <b>100 MANPOWER PLACE</b> <hr/> (Street) <b>MILWAUKEE WI 53212</b> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ManpowerGroup Inc. [ MAN ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/01/2019</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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			
Common Stock	01/01/2019		M		3,097	A	(1)	3,097	D	
Common Stock	01/01/2019		M		1,119	A	(1)	4,216	D	
Common Stock	01/01/2019		M		1,766	A	(1)	5,982	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						Title
Deferred Stock	(2)	01/01/2019		A <sup>(3)</sup>		2,469		(2)	(2)	Common Stock	2,469	\$64.8 <sup>(4)</sup>	2,469	D	
Deferred Stock	(5)	01/01/2019		A <sup>(6)</sup>		1,307		(5)	(5)	Common Stock	1,307	\$87.98 <sup>(7)</sup>	1,307	D	
Deferred Stock	(8)	01/01/2019		A <sup>(9)</sup>		69		(8)	(8)	Common Stock	69	\$87.98 <sup>(7)</sup>	3,097	D	
Deferred Stock	(8)	01/01/2019		A <sup>(9)</sup>		25		(8)	(8)	Common Stock	25	\$87.98 <sup>(7)</sup>	1,119	D	
Deferred Stock	(8)	01/01/2019		A <sup>(9)</sup>		40		(8)	(8)	Common Stock	40	\$87.98 <sup>(7)</sup>	1,766	D	
Deferred Stock	(10)	01/01/2019		A <sup>(9)</sup>		79		(10)	(10)	Common Stock	79	\$87.98 <sup>(7)</sup>	3,501	D	
Deferred Stock	(10)	01/01/2019		A <sup>(9)</sup>		29		(10)	(10)	Common Stock	29	\$87.98 <sup>(7)</sup>	1,287	D	
Deferred Stock	(10)	01/01/2019		A <sup>(9)</sup>		38		(10)	(10)	Common Stock	38	\$87.98 <sup>(7)</sup>	1,697	D	
Deferred Stock	(11)	01/01/2019		A <sup>(9)</sup>		29		(11)	(11)	Common Stock	29	\$87.98 <sup>(7)</sup>	1,298	D	
Deferred Stock	(11)	01/01/2019		A <sup>(9)</sup>		20		(11)	(11)	Common Stock	20	\$87.98 <sup>(7)</sup>	893	D	
Deferred Stock	(8)	01/01/2019		M			3,097	01/01/2019	01/01/2019	Common Stock	3,097	\$0 <sup>(1)</sup>	0	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						Title
Deferred Stock	(8)	01/01/2019		M			1,119	01/01/2019	01/01/2019	Common Stock	1,119	\$0 <sup>(1)</sup>	0	D	
Deferred Stock	(8)	01/01/2019		M			1,766	01/01/2019	01/01/2019	Common Stock	1,766	\$0 <sup>(1)</sup>	0	D	

**Explanation of Responses:**

- Settlement of shares of deferred stock in shares of ManpowerGroup common stock on a 1 for 1 basis.
- The shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2019 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 (as defined below).
- 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").
- Represents the Market Price (as defined in the Plan) on the last trading day of 2018.
- These 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 bases 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.
- Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of 100% of the Retainer (as defined in the Terms and Conditions) for 2018.
- Represents the Average Trading Price (as defined in the Terms and Conditions).
- 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, 2019 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.
- 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, 2020 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- 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.

**Remarks:**

/s/ Richard Buchband  
(pursuant to Power of Attorney 01/03/2019  
previously filed)

\*\* 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.

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