

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

| OMB APPROVAL | |
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|--|---|--|
| 1. Name and Address of Reporting Person * <u>GREEN DARRYL</u> (Last) (First) (Middle) MANPOWERGROUP INC. 100 MANPOWER PLACE (Street) MILWAUKEE WI 53212 (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) COO & President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 07/26/2017 | |
| 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 | 07/26/2017 | | M | | 6,221 | A | \$52.55 | 36,454 | D | |
| Common Stock | 07/26/2017 | | M | | 11,760 | A | \$76.13 | 48,214 | D | |
| Common Stock | 07/26/2017 | | M | | 16,159 | A | \$76.97 | 64,373 | D | |
| Common Stock | 07/26/2017 | | M | | 8,892 | A | \$75.07 | 73,265 | D | |
| Common Stock | 07/26/2017 | | M | | 2,968 | A | \$82.24 | 76,233 | D | |
| Common Stock | 07/26/2017 | | S | | 45,226 | D | \$105.42 ⁽¹⁾ | 31,007 | D | |
| Common Stock | 07/26/2017 | | S | | 25,261 | D | \$106.22 ⁽²⁾ | 5,746 | D | |
| Common Stock | 07/26/2017 | | S | | 5,513 | D | \$107.41 ⁽³⁾ | 233 | 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 |
| Stock Option (Right to Buy) | \$52.55 | 07/26/2017 | | M | | | 6,221 | (4) | 02/13/2023 | Common Stock | 6,221 | \$0 | 0 | D | |
| Stock Option (Right to Buy) | \$76.13 | 07/26/2017 | | M | | | 11,760 | (5) | 02/11/2024 | Common Stock | 11,760 | \$0 | 3,921 | D | |
| Stock Option (Right to Buy) | \$76.97 | 07/26/2017 | | M | | | 16,159 | (6) | 02/10/2025 | Common Stock | 16,159 | \$0 | 16,159 | D | |
| Stock Option (Right to Buy) | \$75.07 | 07/26/2017 | | M | | | 8,892 | (7) | 02/16/2026 | Common Stock | 8,892 | \$0 | 26,678 | D | |
| Stock Option (Right to Buy) | \$82.24 | 07/26/2017 | | M | | | 2,968 | (8) | 05/01/2024 | Common Stock | 2,968 | \$0 | 8,078 | D | |
| Restricted Stock Units | \$108.27 ⁽⁹⁾ | 07/26/2017 | | F ⁽¹⁰⁾ | | | 425 | (10) | (10) | Common Stock | 425 | \$0 | 9,109 | D | |
| Restricted Stock Units | \$108.27 ⁽⁹⁾ | 07/26/2017 | | F ⁽¹⁰⁾ | | | 422 | (10) | (10) | Common Stock | 422 | \$0 | 9,051 | 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 |
| Restricted Stock Units | \$108.27 ⁽⁹⁾ | 07/26/2017 | | F ⁽¹⁰⁾ | | | 349 | (10) | (10) | Common Stock | 349 | \$0 | 7,491 | D | |

Explanation of Responses:

1. This price is the weighted average price. The prices received actually ranged from \$104.86 to \$105.85. Upon request, the reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.
2. This price is the weighted average price. The prices received actually ranged from \$105.87 to \$106.83. Upon request, the reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.
3. This price is the weighted average price. The prices received actually ranged from \$106.89 to \$107.74. Upon request, the reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.
4. 25% of the options became exercisable on each of 2/13/2014, 2/13/2015, 2/13/2016, and 2/13/2017.
5. 25% of the options became exercisable on each of 2/11/2015, 2/11/2016, 2/11/2017, and 25% will become exercisable on 2/11/2018.
6. 25% of the options became exercisable on each of 2/10/2016 and 2/10/2017. 25% of the options will become exercisable on 2/10/2018 and 2/10/2019.
7. 25% of the options became exercisable on 2/16/2017 and 25% will become exercisable each on 2/16/2018, 2/16/2019, and 2/16/2020.
8. 25% of the options became exercisable on each of 5/1/2015, 5/1/2016, and 5/1/2017 and 25% will become exercisable on 5/1/2018.
9. Represents the opening stock price on the New York Stock Exchange on July 26, 2017.
10. Restricted stock units ("RSUs") withheld by the Issuer to satisfy both FICA tax withholding obligations upon meeting the retirement eligibility requirements on unvested RSUs, and related income tax withholding obligations on the RSUs so withheld.

Remarks:

/s/ Richard Buchband (pursuant to Power of Attorney previously filed) 07/28/2017

** 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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