FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
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| | | |

| Check this box if no longer subject to |
|--|
| Section 16. Form 4 or Form 5 |
| obligations may continue. See |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| | OMB APPI | ROVAL |
|---|---------------------|-----------|
| | OMB Number: | 3235-0287 |
| l | Estimated average b | urden |
| l | hours per response: | 0.5 |

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* PRISING JONAS | | | | | 2. Issuer Name and Ticker or Trading Symbol ManpowerGroup Inc. [MAN] | | | | | | | | | ationship k all appli Directo | cable) | ng Per | son(s) to Iss | | | |
| l . | (F WERGRO NPOWER 1 | UP INC. | (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/17/2015 | | | | | | | | X | Officer (give title below) | | Other (below) | | specify | |
| (Street) MILWA1 (City) | | | 53212 (Zip) | | - 4. l | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | ine) X | * | | | | | |
| | | Tah | le I - N | on-Deriv | /ative | Sec | urit | ies Ac | auirea | l Di | sposed (| of or Be | nefici | ally | Owner | 1 | | | | |
| 1. Title of Security (Instr. 3) 2. Tr | | | 2. Transa Date | 2. Transaction Date | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. 4. Securitie | | ies Acquired (A) or Of (D) (Instr. 3, 4 and 9 | | | 5. Amount of | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | | | |
| | | | | | | | | Code | v | Amount | (A) or (D) | Price | | Reported Transaction(s) (Instr. 3 and 4) | | | | (Instr. 4) | | |
| Common Stock | | 02/17/ | 02/17/2015 | | | | M | | 5,149 | A | (1 |) | 5, | 149 | | D | | | | |
| Common Stock | | 02/17/2015 | | | | F ⁽²⁾ | | 1,804 | D | \$77.4 | 47 ⁽³⁾ | 3, | 345 | | D | | | | | |
| Common | Common Stock | | 02/17/ | 02/17/2015 | | | | G | | 3,345 | D | \$0. | 00 | | 0 | | D | | | |
| Common Stock | | | | | | | | | | | | | | 56 | ,798 | | I | By revocable crust | | |
| | | 7 | able II | | | | | | | | posed of converti | | | | wned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Dee Execution if any (Month/I | med | 4. Transa Code (8) | action | 5. Number of | | 6. Date Exercis Expiration Dat (Month/Day/Ye | | isable and te | 7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4) | | 8. D S (I | Price of Derivative Decurity Description | 9. Number derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4) | e es ally g | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Date Exercisa | able | Expiration Date | Title | Amount or Number of Shares | er | | | | | | |
| Restricted Stock | (1) | 02/17/2015 | | | M | | | 5,149 | 02/17/20 | 015 | 02/17/2015 | Common Stock | 5,14 | 9 | (1) | 0 | | D | | |

Explanation of Responses:

- 1. The restricted stock units were settled in shares of Manpower common stock on a 1 for 1 basis upon vesting.
- 2. Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 17, 2015 in settlement of restricted stock units.
- 3. Represents the opening price on the New York Stock Exchange on February 17, 2015.

Remarks:

/s/ Richard Buchband (pursuant to Power of Attorney 02/17/2015 previously filed)

** Signature of Reporting Person

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.