Instruction 1(b)

FORM 4

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

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Filed pursuant to Section 16(a) of the Securities Eychange Act of 1934

Washington,	D.C. 20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
OMB Number: 3235-0287										
Estimated average burden										
hours per response:	0.5									

				or S	ection 30(h) of the l	Investm	ent C	ompany Act o	f 1940					
Name and Address of Reporting Person*     Sartain Elizabeth P				2. Issuer Name and Ticker or Trading Symbol ManpowerGroup Inc. [ MAN ]							Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner			
(Last) MANPOWERO 100 MANPOW			3. Date of Earliest Transaction (Month/Day/Year) 01/01/2023  4. If Amendment, Date of Original Filed (Month/Day/Year)							Officer (give title below)  Other (specify below)				
(Street) MILWAUKEE	WI	53212		, said at any man and manager, tour,						Line)	ine)			
(City)	(State)	(Zip)												
	Ta	able I - No	on-Deriva	tive	Securities Acc	quirec	l, Di	sposed of	, or Be	neficially	Owned			
1. Title of Security (Instr. 3)  2. Transactic Date (Month/Day/				2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following	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 01/01/20			23		<b>A</b> <sup>(1)</sup>		2,103(2)	A	\$83.21(3)	28,072	D			
		Table II			ecurities Acqualls, warrants,						Owned			
	1	1	. 1	_	1	T						. 1	T	

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. Transa Code ( 8)		of		6. Date Exerc Expiration Da (Month/Day/Y	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				

## **Explanation of Responses:**

- 1. Annual grant of restricted 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").
- 2. The shares of restricted stock will vest in quarterly installments on the last day of each calendar quarter during 2023.
- 3. Represents the Market Price (as defined in the Plan) on the last trading day of 2022.

## Remarks:

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

01/04/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.