

VAN HANDEL MICHAEL J  
Form 4  
February 05, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VAN HANDEL MICHAEL J

(Last) (First) (Middle)  
MANPOWERGROUP INC., 100  
MANPOWER PLACE  
(Street)

MILWAUKEE, WI 53212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ManpowerGroup Inc. [MAN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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		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)			
Common Stock	02/01/2013		M		13,500	A	\$ 31.16	123,411	D
Common Stock	02/01/2013		S		400	D	\$ 51.45	123,011	D
Common Stock	02/01/2013		S		100	D	\$ 51.47	122,911	D
Common Stock	02/01/2013		S		100	D	\$ 51.49	122,811	D
Common Stock	02/01/2013		S		1,700	D	\$ 51.5	121,111	D

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Common Stock	02/01/2013	S	200	D	\$ 51.51	120,911	D
Common Stock	02/01/2013	S	1,321	D	\$ 51.52	119,590	D
Common Stock	02/01/2013	S	2,000	D	\$ 51.53	117,590	D
Common Stock	02/01/2013	S	2,100	D	\$ 51.54	115,490	D
Common Stock	02/01/2013	S	200	D	\$ 51.545	115,290	D
Common Stock	02/01/2013	S	1,300	D	\$ 51.55	113,990	D
Common Stock	02/01/2013	S	100	D	\$ 51.5557	113,890	D
Common Stock	02/01/2013	S	1,500	D	\$ 51.56	112,390	D
Common Stock	02/01/2013	S	300	D	\$ 51.57	112,090	D
Common Stock	02/01/2013	S	600	D	\$ 51.59	111,490	D
Common Stock	02/01/2013	S	200	D	\$ 51.6	111,290	D
Common Stock	02/01/2013	S	700	D	\$ 51.61	110,590	D
Common Stock	02/01/2013	S	600	D	\$ 51.62	109,990	D
Common Stock	02/01/2013	S	79	D	\$ 51.66	109,911	D

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

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(9-02)

**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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I
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		and 5)							
		Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 31.16				02/01/2013				
		M			13,500	<u>(1)</u>	02/18/2013	Common Stock	13,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAN HANDEL MICHAEL J MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212			EVP, CFO	

## Signatures

/s/ Jeffrey A. Joerres (pursuant to Power of Attorney previously filed) 02/05/2013

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) 50% became exercisable on 2/18/2006 and the remaining 50% on 2/18/2007

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.