

ManpowerGroup Inc.
Form 4
January 05, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
PAYNE ULICE JR

(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)
01/01/2015

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)

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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/01/2015 | | A ⁽¹⁾ | | 1,980 | A | \$ 68.17 ⁽²⁾ |
| Common Stock | 01/01/2015 | | M | | 3,080 | A | ⁽⁴⁾ 16,843 |

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

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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Deferred Stock | (5) | 01/01/2015 | | A(6) | 39 | (5) (5) | Common Stock | 39 |
| Deferred Stock | (4) | 01/01/2015 | | M | 3,080 | 01/01/2015 01/01/2015 | Common Stock | 3,080 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PAYNE ULICE JR MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212 | X | | | |

Signatures

/s/ Richard Buchband (pursuant to Power of Attorney previously filed) 01/05/2015

__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) 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) Represents the Market Price (as defined in the Plan) on the last trading day of 2014.
- (3) The shares of restricted stock will vest in quarterly installments on the last day of each calendar quarter during 2015.
- (4) Settlement of shares of deferred stock in shares of ManpowerGroup common stock on a 1 for 1 basis.
The shares of deferred stock are fully vested and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the
- (5) earlier of January 1, 2015 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (6) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.
- (7) Represents the Average Trading Price (as defined in the Terms and Conditions).

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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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