

ManpowerGroup Inc.  
Form 4  
July 25, 2014

**FORM 4**

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

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

## OMB APPROVAL

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(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)  
**07/23/2014**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 07/23/2014                              |                                                             | S                                    | 48,712                                                                  | D                                                                                                                  |                                                                         |                                                                   |
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                        | Price                                                                                                              |                                                                         |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         | \$                                                                                                                 |                                                                         |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         | 82.3669                                                                                                            | 57,732                                                                  | D                                                                 |
|                                       |                                         |                                                             |                                      |                                                                         | (1)                                                                                                                |                                                                         |                                                                   |
| Common<br>Stock                       | 07/23/2014                              |                                                             | S                                    | 731                                                                     | D                                                                                                                  |                                                                         |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         | (A)<br>or<br>(D)                                                                                                   |                                                                         |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         | \$                                                                                                                 |                                                                         |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         | 83.1134                                                                                                            | 57,001                                                                  | D                                                                 |
|                                       |                                         |                                                             |                                      |                                                                         | (2)                                                                                                                |                                                                         |                                                                   |
| Common<br>Stock                       | 07/25/2014                              |                                                             | M                                    | 45,000                                                                  | A                                                                                                                  |                                                                         |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         | \$                                                                                                                 |                                                                         |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         | 52.78                                                                                                              | 102,001                                                                 | D                                                                 |
| Common<br>Stock                       | 07/25/2014                              |                                                             | M                                    | 19,103                                                                  | A                                                                                                                  |                                                                         |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         | \$                                                                                                                 |                                                                         |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         | 44.81                                                                                                              | 121,104                                                                 | D                                                                 |
|                                       | 07/25/2014                              |                                                             | S                                    | 64,103                                                                  | D                                                                                                                  |                                                                         |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 57,001                                                                  | D                                                                 |

# Edgar Filing: ManpowerGroup Inc. - Form 4

Common  
Stock

\$  
81.4071  
(3)

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

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 52.78                                                           | 07/25/2014                              |                                                             | M                                    | 45,000                                                                                                       | <u>(4)</u> 02/14/2016                                          | Common<br>Stock                                                     | 45,000                                 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 44.81                                                           | 07/25/2014                              |                                                             | M                                    | 19,103                                                                                                       | <u>(5)</u> 02/15/2022                                          | Common<br>Stock                                                     | 19,103                                 |

## Reporting Owners

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

## Signatures

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

07/25/2014

                    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) This price is the weighted average price. The prices received actually ranged from \$81.91 to \$82.89. 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 \$83.06 to \$83.15. 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 \$80.86 to \$81.72. 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 2/14/2007, 2/14/2008, 2/14/2009 and 2/14/2010

(5) 25% of the options became exercisable on each of 2/15/2013 and 2/15/2014; 25% of the options will become exercisable on 2/15/2015 and 2/15/2016

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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