

ManpowerGroup Inc.  
Form 4  
February 03, 2017

**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

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)  
02/02/2017

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)  
SEVP

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 02/02/2017                           |  | M                              |   | 21,000  | A  | \$ 53.01  |
|                                 |                                      |  |                                |   | 44,951  |  |   |
| Common Stock                    | 02/02/2017                           |  | M                              |   | 24,835  | A  | \$ 67.12  |
|                                 |                                      |  |                                |   | 69,786  |  |   |
| Common Stock                    | 02/02/2017                           |  | M                              |   | 10,192  | A  | \$ 76.13  |
|                                 |                                      |  |                                |   | 79,978  |  |   |
| Common Stock                    | 02/02/2017                           |  | M                              |   | 6,002   | A  | \$ 76.97  |
|                                 |                                      |  |                                |   | 85,980  |  |   |
| Common Stock                    | 02/02/2017                           |  | S                              |   | 76,499  | D  | \$ 97.1686  |
|                                 |                                      |  |                                |   | 9,481   |  |   |
|                                 |                                      |  |                                |   |   |  | <u>(1)</u>  |

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Common Stock 02/02/2017 S 530 D \$ 97.64 8,951 D

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

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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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 53.01   | 02/02/2017                           |  | M                              | 21,000  | <sup>(2)</sup> 02/18/2020                                | Common Stock  | 21,000                        |
| Stock Option (Right to Buy)                | \$ 67.12   | 02/02/2017                           |  | M                              | 24,835  | <sup>(3)</sup> 02/16/2021                                | Common Stock  | 24,835                        |
| Stock Option (Right to Buy)                | \$ 76.13   | 02/02/2017                           |  | M                              | 10,192  | <sup>(4)</sup> 02/11/2024                                | Common Stock  | 10,192                        |
| Stock Option (Right to Buy)                | \$ 76.97   | 02/02/2017                           |  | M                              | 6,002   | <sup>(5)</sup> 02/10/2025                                | Common Stock  | 6,002                         |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| VAN HANDEL MICHAEL J<br>MANPOWERGROUP INC.<br>100 MANPOWER PLACE |               |           | SEVP    |       |

MILWAUKEE, WI 53212

## Signatures

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

02/03/2017

\_\_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).

This price is the weighted average price. The prices received actually ranged from \$96.60 to \$97.58. Upon request, the reporting person

- (1) 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) 25% of the options became exercisable each on 2/18/2011, 2/18/2012, 2/18/2013, and 2/18/2014
- (3) 25% of the options became exercisable each on 2/16/2012, 2/16/2013, 2/16/2014, and 2/16/2015.
- (4) 25% of the options became exercisable on each of 2/11/2015 and 2/11/2016. 25% of the options become exercisable on each of 2/11/2017 and 2/11/2018.
- (5) 25% of the options became exercisable on 2/10/2016. 25% of the options become exercisable on 2/10/2017, 2/10/2108 and 2/10/2019.

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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