

ManpowerGroup Inc.
Form 4
January 04, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MENDOZA ROBERTO G

(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)
01/01/2017

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)

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	(A) or (D)	Price
Common Stock	01/01/2017		M		1,352	A	<u>11</u> 1,352

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)

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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)	Amount or Number of Shares
				Code	V	(A)	(D)	
Deferred Stock	(2)	01/01/2017		A(3)	1,632	(2)	(2)	Common Stock 1,632
Deferred Stock	(5)	01/01/2017		A(6)	30	(5)	(5)	Common Stock 30
Deferred Stock	(5)	01/01/2017		M		1,352	01/01/2017 01/01/2017	Common Stock 1,352
Deferred Stock	(8)	01/01/2017		A(6)	40	(8)	(8)	Common Stock 40
Deferred Stock	(9)	01/01/2017		A(6)	45	(9)	(9)	Common Stock 45
Common Stock	(9)	01/01/2017		A(6)	45	(9)	(9)	Common Stock 45
Deferred Stock	(9)	01/01/2017		A(6)	21	(9)	(9)	Common Stock 21
Deferred Stock	(10)	01/01/2017		A(6)	38	(10)	(10)	Common Stock 38
Deferred Stock	(10)	01/01/2017		A(6)	41	(10)	(10)	Common Stock 41
Deferred Stock	(10)	01/01/2017		A(6)	37	(10)	(10)	Common Stock 37
Deferred Stock	(11)	01/01/2017		A(6)	70	(11)	(11)	Common Stock 70
Deferred Stock	(12)	01/01/2017		A(6)	58	(12)	(12)	Common Stock 58

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MENDOZA ROBERTO G MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	X

Signatures

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

01/04/2017

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).
- (1) Settlement of shares of deferred stock in shares of ManpowerGroup common stock on a 1 for 1 basis.
The shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2017 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2020 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the "Terms and Conditions" (as defined below).
- (3) Annual grant of deferred 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").
- (4) Represents the Market Price (as defined in the Plan) on the last trading day of 2016.
The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2017 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).
The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of April 28, 2017 or within 30 days after the reporting person's termination of service as a director, except as provided in the Terms and Conditions.
- (9) The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2023 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (10) The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2019 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (11) The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2020 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (12) The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2021 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

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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