

DOWNE WILLIAM

Form 4

January 03, 2018

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 *
DOWNE WILLIAM

(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)
01/01/2018

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 (D) Price			

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
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriva Securi
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							(Instr. 8)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock	<u>(1)</u>	01/01/2018	A <u>(2)</u>		1,269		<u>(1)</u>	<u>(1)</u>	Common Stock	1,269	\$ 120 <u>(3)</u>
Deferred Stock	<u>(4)</u>	01/01/2018	A <u>(5)</u>		1,018		<u>(4)</u>	<u>(4)</u>	Common Stock	1,018	\$ 114 <u>(6)</u>
Deferred Stock	<u>(7)</u>	01/01/2018	A <u>(8)</u>		19		<u>(7)</u>	<u>(7)</u>	Common Stock	19	\$ 114 <u>(6)</u>
Deferred Stock	<u>(7)</u>	01/01/2018	A <u>(8)</u>		52		<u>(7)</u>	<u>(7)</u>	Common Stock	52	\$ 114 <u>(6)</u>
Deferred Stock	<u>(7)</u>	01/01/2018	A <u>(8)</u>		20		<u>(7)</u>	<u>(7)</u>	Common Stock	20	\$ 114 <u>(6)</u>
Deferred Stock	<u>(7)</u>	01/01/2018	A <u>(8)</u>		27		<u>(7)</u>	<u>(7)</u>	Common Stock	27	\$ 114 <u>(6)</u>
Deferred Stock	<u>(9)</u>	01/01/2018	A <u>(8)</u>		43		<u>(9)</u>	<u>(9)</u>	Common Stock	43	\$ 114 <u>(6)</u>
Deferred Stock	<u>(9)</u>	01/01/2018	A <u>(8)</u>		32		<u>(9)</u>	<u>(9)</u>	Common Stock	32	\$ 114 <u>(6)</u>
Deferred Stock	<u>(10)</u>	01/01/2018	A <u>(8)</u>		19		<u>(10)</u>	<u>(10)</u>	Common Stock	19	\$ 114 <u>(6)</u>
Deferred Stock	<u>(11)</u>	01/01/2018	A <u>(8)</u>		19		<u>(11)</u>	<u>(11)</u>	Common Stock	19	\$ 114 <u>(6)</u>
Deferred Stock	<u>(12)</u>	01/01/2018	A <u>(8)</u>		18		<u>(12)</u>	<u>(12)</u>	Common Stock	18	\$ 114 <u>(6)</u>
Deferred Stock	<u>(12)</u>	01/01/2018	A <u>(8)</u>		28		<u>(12)</u>	<u>(12)</u>	Common Stock	28	\$ 114 <u>(6)</u>
Deferred Stock	<u>(13)</u>	01/01/2018	A <u>(8)</u>		19		<u>(13)</u>	<u>(13)</u>	Common Stock	19	\$ 114 <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOWNE WILLIAM MANPOWERGROUP INC.	X			

100 MANPOWER PLACE
MILWAUKEE, WI 53212

Signatures

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

01/03/2018

__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) The shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2018 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" (as defined below).
- (2) 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 Regarding the Grant of Awards to Non-Employee Directors under the Plan (the "Terms and Conditions").
- (3) Represents the Market Price (as defined in the Plan) on the last trading day of 2017.
- (4) 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.
- (5) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of 100% of the Retainer (as defined in the Terms and Conditions) for 2017.
- (6) Represents the Average Trading Price (as defined in the Terms and Conditions).
- (7) 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 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.
- (8) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.
- (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, 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.
- (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, 2022 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) These 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 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.
- (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, 2024 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (13) 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 May 3, 2024 or within 30 days after the reporting person's termination of service as s 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. 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.