

ManpowerGroup Inc.  
Form 4  
July 30, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**JOERRES JEFFREY A**

(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)  
**07/28/2015**

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)  
**Executive Chairman**

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	07/28/2015		M		146,072	A	\$ 56.64 233,040
Common Stock	07/28/2015		S		146,072	D	\$ 89.0922 86,968 (1)
Common Stock	07/28/2015		S		82,178	D	\$ 89.0855 4,790 (2)
Common Stock	07/29/2015		S		4,790	D	\$ 88.6737 0 (3)

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Common Stock	07/29/2015	M	33,928	A	\$ 56.64	33,928	D	
Common Stock	07/29/2015	M	50,000	A	\$ 30.96	83,928	D	
Common Stock	07/29/2015	M	91,072	A	\$ 53.01	175,000	D	
Common Stock	07/29/2015	S	30,496	D	\$ 88.9668 (4)	144,504	D	
Common Stock	07/29/2015	S	143,396	D	\$ 90.0369 (5)	1,108	D	
Common Stock	07/29/2015	S	1,108	D	\$ 90.5274 (6)	0	D	
Common Stock						300	I	by trust in wife's name

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 56.64	07/28/2015		M	146,072	(7) 02/20/2018	Common Stock 146,072
Stock Option (Right to Buy)	\$ 56.64	07/29/2015		M	33,928	(7) 02/20/2018	Common Stock 33,928
	\$ 30.96	07/29/2015		M	50,000	(8) 02/17/2019	50,000

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 53.01	07/29/2015	M	91,072	<u>(9)</u>	02/18/2020	Common Stock	158,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOERRES JEFFREY A MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	X		Executive Chairman	

## Signatures

/s/ Richard Buchband (pursuant to Power of Attorney previously filed) 07/30/2015

\_\_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) This price is the weighted average price. The prices received actually ranged from \$88.88 to \$89.52. 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 \$88.88 to \$89.395. 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 \$88.62 to \$88.85. 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) This price is the weighted average price. The prices received actually ranged from \$88.50 to \$89.50. 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.
  - (5) This price is the weighted average price. The prices received actually ranged from \$89.5079 to \$90.50. 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.
  - (6) This price is the weighted average price. The prices received actually ranged from \$90.52 to \$90.54. 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.
  - (7) 25% of the options became exercisable each on 2/20/2009, 2/20/2010, 2/20/2011, and 2/20/2012
  - (8) 25% of the options became exercisable on each of 2/17/2010, 2/17/2011, 2/17/2012, and 2/17/2013
  - (9) 25% of the options became exercisable each on 2/18/2011, 2/18/2012, 2/18/2013, and 2/18/2014

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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