MENDOZA ROBERTO G
Form 4
January 03, 2018

FORM 4

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

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 Number:	3235-0287
Expires:	January 31, 2005
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).

(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)
01/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	01/01/2018		A(1)		1,269 (2)	A	$ 126.11 (3)	4,463	D	

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 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. Price of Derivative Security (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock	(4)	01/01/2018		A(5)		30		(4)	(4)	Common Stock	30	$ 114.54 (6)
Deferred Stock	(4)	01/01/2018		A(5)		28		(4)	(4)	Common Stock	28	$ 114.54 (6)
Deferred Stock	(4)	01/01/2018		A(5)		28		(4)	(4)	Common Stock	28	$ 114.54 (6)
Deferred Stock	(7)	01/01/2018		A(5)		52		(7)	(7)	Common Stock	52	$ 114.54 (6)
Deferred Stock	(7)	01/01/2018		A(5)		27		(7)	(7)	Common Stock	27	$ 114.54 (6)
Deferred Stock	(8)	01/01/2018		A(5)		43		(8)	(8)	Common Stock	43	$ 114.54 (6)
Deferred Stock	(9)	01/01/2018		A(5)		33		(9)	(9)	Common Stock	33	$ 114.54 (6)
Deferred Stock	(9)	01/01/2018		A(5)		33		(9)	(9)	Common Stock	33	$ 114.54 (6)
Deferred Stock	(9)	01/01/2018		A(5)		16		(9)	(9)	Common Stock	16	$ 114.54 (6)

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 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) Annual Grant of restricted 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").

(2) The shares of restricted stock will vest in quarterly installments on the last day of each calendar quarter during 2018.

(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, 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.

(5) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.

(6) Represents the Average Trading Price (as defined in the Terms and Conditions).

(7) 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.

(8) 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.

(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.

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.