

SWAN MARA E  
Form 4  
February 19, 2019

**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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SWAN MARA E

(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)

02/14/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP

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)
Common Stock	02/14/2019		A <sup>(1)</sup>	9,208 A	\$ 0 <sup>(1)</sup> 22,701	D	
Common Stock	02/14/2019		F <sup>(2)</sup>	2,923 D	\$ 83.91 <sup>(3)</sup> 19,778	D	
Common Stock	02/16/2019		M	3,399 A	\$ 0 <sup>(4)</sup> 23,177	D	
Common Stock	02/19/2019		F <sup>(5)</sup>	1,078 D	\$ 84.15 <sup>(6)</sup> 22,099	D	

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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)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(7)</sup>	\$ 0 <sup>(7)</sup>	02/15/2019		A		15,990		<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	15,990
Restricted Stock Units <sup>(4)</sup>	<sup>(4)</sup>	02/16/2019		M		3,399		<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	3,399

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SWAN MARA E MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	EVP

## Signatures

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

02/19/2019

\_\_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) Shares acquired in settlement of performance share units granted in 2016 (which were not derivative securities received under the Company's 2011 Equity Incentive Plan, exempt under Rule 16b-3).
- (2) Shares withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 14, 2019 in settlement of performance share units.

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- (3) Represents the opening stock price on the New York Stock Exchange on February 15, 2019.
- (4) The restricted stock units vested on February 16, 2019 and were settled in shares of ManpowerGroup common stock on a 1 for 1 basis.
- (5) Shares withheld by Issuer to satisfy tax withholding obligations on shares acquired in settlement of restricted stock units.
- (6) Represents the opening stock price on the New York Stock Exchange on February 19, 2019.
- (7) Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. The restricted stock units will vest 100% on February 15, 2022 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis.

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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