

ManpowerGroup Inc.  
Form 4  
January 05, 2015

**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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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hall Patricia Hemingway

(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)

01/01/2015

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)

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	01/01/2015		M		3,080	A	<u>11</u> 3,080

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)

## Edgar Filing: ManpowerGroup Inc. - Form 4

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
Deferred Stock	<u>(2)</u>	01/01/2015		A <u>(3)</u>		1,980		<u>(2)</u>	<u>(2)</u>	Common Stock	1,980
Deferred Stock	<u>(5)</u>	01/01/2015		A <u>(6)</u>		39		<u>(5)</u>	<u>(5)</u>	Common Stock	39
Deferred Stock	<u>(5)</u>	01/01/2015		M		3,080		01/01/2015	01/01/2015	Common Stock	3,080
Deferred Stock	<u>(8)</u>	01/01/2015		A <u>(6)</u>		33		<u>(8)</u>	<u>(8)</u>	Common Stock	33
Deferred Stock	<u>(9)</u>	01/01/2015		A <u>(6)</u>		17		<u>(9)</u>	<u>(9)</u>	Common Stock	17

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hall Patricia Hemingway MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	X

## Signatures

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

01/05/2015

\_\_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) Settlement of shares of deferred stock in shares of ManpowerGroup Inc. common stock on a 1 for 1 basis.

These shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2015 and will be settled in

(2) shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2018 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) 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 2014.

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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  
(5) for 1 basis on the earlier of January 1, 2015 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  
(8) for 1 basis on the earlier of January 1, 2016 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided 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  
(9) 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.

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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