

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SWAN MARA E</u>  (Last) (First) (Middle) <u>MANPOWERGROUP INC.</u> <u>100 MANPOWER PLACE</u>  (Street) <u>MILWAUKEE WI 53212</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ManpowerGroup Inc. [ MAN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;"><b>EVP</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	02/09/2017		A <sup>(1)</sup>		17,781	A	\$0 <sup>(1)</sup>	31,274	D	
Common Stock	02/09/2017		F <sup>(2)</sup>		8,353	D	\$97.14 <sup>(3)</sup>	22,921	D	
Common Stock	02/13/2017		M		3,326	A	\$0 <sup>(4)</sup>	26,247	D	
Common Stock	02/13/2017		F <sup>(5)</sup>		1,562	D	\$97.12 <sup>(6)</sup>	24,685	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy) <sup>(7)</sup>	\$96.94 <sup>(8)</sup>	02/09/2017		A		10,556		(9)	02/09/2027	Common Stock	10,556	\$0	10,556	D	
Restricted Stock Units <sup>(10)</sup>	\$0.0 <sup>(10)</sup>	02/09/2017		A		2,786		(10)	(10)	Common Stock	2,786	\$0	2,786	D	
Restricted Stock Units <sup>(4)</sup>	\$0.0 <sup>(4)</sup>	02/09/2017		M			3,326	02/13/2017	02/13/2017	Common Stock	3,326	\$0	0	D	

**Explanation of Responses:**

- Shares acquired in settlement of performance share units (which were not derivative securities received under the Company's 2011 Equity Incentive Plan, exempt under Rule 16b-3).
- Shares withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 9, 2017 in settlement of performance share units.
- Represents the opening stock price on the New York Stock Exchange on February 9, 2017.
- The restricted stock units were settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- Stock withheld by the Issuer to satisfy tax withholding obligations on shares acquired on February 13, 2017 in settlement of restricted stock units.
- Represents the opening stock price on the New York Stock Exchange on February 13, 2017.
- Stock Option grant under the 2011 Equity Incentive Plan of the Company.
- Represents the closing stock price on the New York Stock Exchange on February 9, 2017, the date of the grant.
- 25% of the options will become exercisable each on 2/9/2018, 2/9/2019, 2/9/2020, and 2/9/2021.
- Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. The restricted stock units will vest 100% on February 9, 2020 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis.

**Remarks:**

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

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.