SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287							
Estimated average burden								
hours per response	: 0.5							

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		Estimated average burden hours per response:	0.5
1. Name and Address of Reporting Person <u>MONDANO DONALD O</u>	n*	2. Issuer Name and Ticker or Trading Symbol <u>ManpowerGroup Inc.</u> [MAN]	(Check all applicab Director X Officer (giv	10% Owner ve title Other (spec	r
(Last) (First) MANPOWERGROUP INC. 100 MANPOWER PLACE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2023	below)	below) Global Controller	
(Street)		4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	t/Group Filing (Check Appli	cable
MILWAUKEE WI	53212			by One Reporting Person by More than One Reportin	ıg
(City) (State)	(Zip)				

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. Transa Code (8)		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/16/2023		A ⁽¹⁾		4,150	A	(1)	9,270	D	
Common Stock	02/17/2023		F ⁽²⁾		1,330	D	\$87.43 ⁽³⁾	7,940	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(371	,	,		,	• /				,			
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. Transa Code (8)		Secu Acqu (A) o Dispo of (D)	vative rities lired r osed) r. 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	Deriv	unt of rities rlying ative rity (Instr.	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	Amount or Number of Shares				

Explanation of Responses:

1. Shares acquired in settlement of performance share units granted in 2021 (which were not derivative securities received under the Company's 2011 Equity Incentive Plan, exempt under Rule 16b-3).

2. Shares withheld by the Issuer to satisfy the tax withholding obligations on shares acquired on February 16, 2023 in settlement of performance share units.

3. Represents the opening price on the New York Stock Exchange on February 17, 2023.

Remarks:

/s/ Richard Buchband (pursuant to Power of

Attorney previously filed)

02/21/2023

** Signature of Reporting Person Date

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

 \ast 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.