

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>DOWNE WILLIAM</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2017</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			

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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Deferred Stock	(1)	01/01/2017		A ⁽²⁾	1,632	(1)	(1)	Common Stock	1,632	\$88.87 ⁽³⁾	1,632	D	
Deferred Stock	(4)	01/01/2017		A ⁽⁵⁾	1,238	(4)	(4)	Common Stock	1,238	\$76.72 ⁽⁶⁾	1,238	D	
Deferred Stock	(7)	01/01/2017		A ⁽⁸⁾	37	(7)	(7)	Common Stock	37	\$76.72 ⁽⁶⁾	1,698	D	
Deferred Stock	(7)	01/01/2017		A ⁽⁸⁾	23	(7)	(7)	Common Stock	23	\$76.72 ⁽⁶⁾	1,076	D	
Deferred Stock	(9)	01/01/2017		A ⁽⁸⁾	25	(9)	(9)	Common Stock	25	\$76.72 ⁽⁶⁾	1,156	D	
Deferred Stock	(4)	01/01/2017		A ⁽⁸⁾	70	(4)	(4)	Common Stock	70	\$76.72 ⁽⁶⁾	3,207	D	
Deferred Stock	(4)	01/01/2017		A ⁽⁸⁾	26	(4)	(4)	Common Stock	26	\$76.72 ⁽⁶⁾	1,168	D	
Deferred Stock	(10)	01/01/2017		A ⁽⁸⁾	58	(10)	(10)	Common Stock	58	\$76.72 ⁽⁶⁾	2,647	D	
Deferred Stock	(10)	01/01/2017		A ⁽⁸⁾	43	(10)	(10)	Common Stock	43	\$76.72 ⁽⁶⁾	1,987	D	
Deferred Stock	(11)	01/01/2017		A ⁽⁸⁾	26	(11)	(11)	Common Stock	26	\$76.72 ⁽⁶⁾	1,173	D	
Deferred Stock	(12)	01/01/2017		A ⁽⁸⁾	26	(12)	(12)	Common Stock	26	\$76.72 ⁽⁶⁾	1,173	D	

Explanation of Responses:

- The shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2017 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" (as defined below).
- Annual 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 Regarding the Grant of Awards to Non-Employee Directors under the Plan (the "Terms and Conditions)").
- Represents the Market Price (as defined in the Plan) on the last trading day of 2016.
- 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.
- Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of 100% of the Retainer (as defined in the Terms and Conditions) for 2016.
- Represents the Average Trading Price (as defined in the Terms and Conditions).
- The shares of deferred stock are fully vested 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.
- Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.
- 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 May 3, 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.

10. 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.

11. These shares of deferred stock are fully vested 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.

12. 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, 2022 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

Remarks:

[/s/ Richard Buchband \(pursuant to Power of Attorney previously filed\)](#) [01/04/2017](#)

** 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.

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