

**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>McGinnis John T</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: center;"><b>EVP, CFO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/15/2019		A <sup>(1)</sup>		15,347	A	\$0 <sup>(1)</sup>	15,347	D	
Common Stock	02/15/2019		F <sup>(2)</sup>		5,442	D	\$84.15 <sup>(3)</sup>	9,905	D	
Common Stock	02/16/2019		M		5,664	A	\$0 <sup>(4)</sup>	15,569	D	
Common Stock	02/19/2019		F <sup>(5)</sup>		1,845	D	\$84.15 <sup>(3)</sup>	13,724	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						Amount or Number of Shares
Restricted Stock Units <sup>(6)</sup>	\$0.0 <sup>(6)</sup>	02/15/2019		A		6,041		(6)	(6)	Common Stock	6,041	\$0	6,041	D	
Stock Option (Right to Buy) <sup>(7)</sup>	\$84.43 <sup>(8)</sup>	02/15/2019		A		28,684		(9)	02/15/2029	Common Stock	28,684	\$0	28,684	D	
Restricted Stock Units <sup>(4)</sup>	(4)	02/16/2019		M		5,664		(4)	(4)	Common Stock	5,664	\$0	0	D	

**Explanation of Responses:**

- 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).
- Stock withheld by the Issuer to satisfy tax withholding obligations on shares acquired on February 15, 2019 in settlement of performance share units.
- Represents the opening stock price on the New York Stock Exchange on February 19, 2018.
- The restricted stock units vested 100% on February 16, 2019 and were settled in shares of ManpowerGroup common stock on a 1 for 1 basis.
- Shares withheld by Issuer to satisfy tax withholding obligations on shares acquired in settlement of restricted stock units.
- 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.
- 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 15, 2019, the date of the grant.
- 25% of the options will become exercisable each on 2/15/2020, 2/15/2021, 2/15/2022, and 2/15/2023.

**Remarks:**

/s/ Richard Buchband (pursuant to Power of Attorney previously filed) 02/19/2019

\*\* 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.

