

**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>			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) <b>EVP, CFO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2019</u>			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		
<u>MANPOWERGROUP INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
<u>100 MANPOWER PLACE</u>								
(Street) <u>MILWAUKEE WI 53212</u>								
(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. 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	12/31/2019		A <sup>(2)</sup>		342		(1)	(1)	Common Stock	342	\$90.16 <sup>(2)</sup>	14,500	D	
Restricted Stock Units	(3)	12/31/2019		A <sup>(2)</sup>		119		(3)	(3)	Common Stock	119	\$90.16 <sup>(2)</sup>	5,053	D	
Restricted Stock Units	(4)	12/31/2019		A <sup>(2)</sup>		97		(4)	(4)	Common Stock	97	\$90.16 <sup>(2)</sup>	4,094	D	
Restricted Stock Units	(5)	12/31/2019		A <sup>(2)</sup>		146		(5)	(5)	Common Stock	146	\$90.16 <sup>(2)</sup>	6,187	D	

**Explanation of Responses:**

- The restricted stock units will vest 100% on February 16, 2021 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- Receipt of restricted stock units in lieu of dividends paid in 2019 at an average price of \$90.16.
- 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 upon vesting.
- The restricted stock units will vest 100% on February 15, 2021 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- 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 upon vesting.

**Remarks:**

/s/ Richard Buchband (pursuant to Power of Attorney previously filed) 01/03/2020

\*\* 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.