

CHANDRASHEKAR SRIRAM  
Form 4  
February 19, 2019

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CHANDRASHEKAR SRIRAM

(Last) (First) (Middle)

MANPOWERGROUP INC. 10 HOE  
CHIANG ROAD, #21 04/05  
KEPPEL TOWERS

(Street)

SINGAPORE, U0 089315

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ManpowerGroup Inc. [MAN]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/14/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/14/2019		A <sup>(1)</sup>		10,742	A	\$ 0 <u>(1)</u>
Common Stock	02/16/2019		M		3,964	A	\$ 0 <u>(2)</u>

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

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SEC 1474  
(9-02)

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**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 Underlying Securities (Instr. 3 and 4)					
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(3)</sup>	\$ 0 <sup>(3)</sup>	02/15/2019		A	4,501	<sup>(3)</sup>			<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	4,501
Stock Option (Right to Buy) <sup>(4)</sup>	\$ 84.43 <sup>(5)</sup>	02/15/2019		A	21,373	<sup>(6)</sup>			<sup>(6)</sup>	02/15/2029	Common Stock	21,373
Restricted Stock Units <sup>(2)</sup>	<sup>(2)</sup>	02/16/2019		M	3,964	<sup>(2)</sup>			<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	3,964

**Reporting Owners**

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

CHANDRASHEKAR SRIRAM  
MANPOWERGROUP INC. 10 HOE CHIANG ROAD  
#21 04/05 KEPPEL TOWERS  
SINGAPORE, U0 089315

EVP

**Signatures**

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

02/19/2019

\*\*Signature of Reporting Person

Date

**Explanation of Responses:**

- \* 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).
- (1) 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).
- (2) The restricted stock units vested on February 16, 2019 and were settled in shares of ManpowerGroup common stock on a 1 for 1 basis.
- (3) 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.

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- (4) Stock Option grant under the 2011 Equity Incentive Plan of the Company.
- (5) Represents the closing stock price on the New York Stock Exchange on February 15, 2019, the date of the grant.
- (6) 25% of the options will become exercisable each on 2/15/2020, 2/15/2021, 2/15/2022, and 2/15/2023.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.