ManpowerGroup Inc. Form 4

January 03, 2014

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * DOMINGUEZ CARI M

(First) (Middle)

MANPOWERGROUP INC., 100 MANPOWER PLACE

MILWAUKEE, WI 53212

(Street)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

ManpowerGroup Inc. [MAN]

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

01/01/2014

4. If Amendment, Date Original

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

Following (A) or

Reported Transaction(s)

(Instr. 3 and 4)

(I)

(Instr. 4)

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

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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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

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3235-0287

January 31,

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Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

X Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Issuer

below)

5. Amount of

Securities

Owned

Beneficially

X_ Director

Applicable Line)

Officer (give title

Estimated average

burden hours per

Deriva

Securi

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	str. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr.		
				Code \	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock	<u>(1)</u>	01/01/2014		A(2)	1,281		<u>(1)</u>	<u>(1)</u>	Common Stock	1,281	\$ 85 (3
Deferred Stock	<u>(4)</u>	01/01/2014		A(5)	41		<u>(4)</u>	<u>(4)</u>	Common Stock	41	\$ 67 (6
Deferred Stock	<u>(7)</u>	01/01/2014		A(5)	34		<u>(7)</u>	<u>(7)</u>	Common Stock	34	\$ 67 (6

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
DOMINGUEZ CARI M MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	X						

Signatures

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

01/03/2014

**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).
- The shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2014 and will be settled in (1) shares of ManpowerGroup common stock on a 1 for 1 bases on the earlier of January 1, 2017 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).
- (2) 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").
- (3) Represents the Market Price (as defined in the Plan) on the last trading day of 2013.
- 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 (4) for 1 basis on the earlier of January 1, 2015 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (5) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.
- (6) Represents the Average Trading Price (as defined in the Terms and Conditions).

(7)

Reporting Owners 2

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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, 2016 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

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.