

CHANDRASHEKAR SRIRAM
Form 4
July 28, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(Street)

SINGAPORE, U0 089315

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/26/2017		M		1,659 \$ 52.55	D	
Common Stock	07/26/2017		M		4,219 \$ 76.13	D	
Common Stock	07/26/2017		S		5,878 \$ 106.03 (1)	D	
Common Stock	07/27/2017		M		4,013 \$ 76.13	D	
	07/27/2017		M		6,464 \$ 76.97	D	

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Common
Stock

Common Stock 07/27/2017 M 3,557 A \$ 75.07 14,034 D

Common Stock 07/27/2017 S 14,034 D \$ 105.12 0 D

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

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SEC 1474
(9-02)

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 52.55	07/26/2017		M	1,659	<u>(3)</u> 02/13/2023	Common Stock	1,659
Stock Option (Right to Buy)	\$ 76.13	07/26/2017		M	4,219	<u>(4)</u> 02/11/2024	Common Stock	4,219
Stock Option (Right to Buy)	\$ 76.13	07/27/2017		M	4,013	<u>(4)</u> 02/11/2024	Common Stock	4,013
Stock Option (Right to Buy)	\$ 76.97	07/27/2017		M	6,464	<u>(5)</u> 02/10/2025	Common Stock	6,464
Stock Option	\$ 75.07	07/27/2017		M	3,557	<u>(6)</u> 02/16/2026	Common Stock	3,557

(Right to Buy)

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) 07/28/2017

__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) This price is the weighted average price. The prices received actually ranged from \$106.00 to \$106.17. Upon request, the reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.
 - (2) This price is the weighted average price. The prices received actually ranged from \$105.00 to \$105.50. Upon request, the reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.
 - (3) 25% of the options became exercisable on each of 2/13/2014, 2/13/2015, 2/13/2016 and 2/13/2017.
 - (4) 25% of the options became exercisable on each of 2/11/2015, 2/11/2016, and 2/11/2017 and 25% will become exercisable on 2/11/2018.
 - (5) 25% of the options became exercisable on each of 2/10/2016 and 2/10/2017. 25% of the options will will become exercisable on each of 2/10/2018 and 2/10/2019.
 - (6) 25% of the options became exercisable on 2/16/2017 and 25% of the options will will become exercisable on each of 2/16/2018, 2/16/2019 and 2/16/2020.

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.