

PRISING JONAS
Form 4
February 15, 2013

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 *
PRISING JONAS

(Last) (First) (Middle)
**MANPOWER INC., 100
MANPOWER PLACE**

(Street)

MILWAUKEE, WI 53212

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2013

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)
President, ManpowerGroup

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price \$ | | | |
| Common Stock | 02/14/2013 | | F ⁽¹⁾ | 903 D 52.25 ⁽²⁾ | 1,597 | D | |
| Common Stock | 02/14/2013 | | G ⁽³⁾ | 1,597 D \$ 0 ⁽³⁾ | 0 | D | |
| Common Stock | | | | | 32,235 | I | by revocable trust |

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 |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 52.55 ⁽⁵⁾ | 02/13/2013 | | A | 24,883 | ⁽⁶⁾ 02/13/2023 | Common Stock 24,883 |
| Restricted Stock Units ⁽⁷⁾ | \$ 0 ⁽⁷⁾ | 02/13/2013 | | A | 5,709 | ⁽⁷⁾ ⁽⁷⁾ | Common Stock 5,709 |
| Restricted Stock Units ⁽⁸⁾ | \$ 0 ⁽⁸⁾ | 02/13/2013 | | A | 28,545 | ⁽⁸⁾ ⁽⁸⁾ | Common Stock 28,545 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PRISING JONAS MANPOWER INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212 | | | President, ManpowerGroup | |

Signatures

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

02/15/2013

__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) Stock withheld by Issuer to satisfy tax withholding obligations on restricted stock that vested on February 14, 2013.

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- (2) Represents the opening stock price on the New York Stock Exchange on February 14, 2013.
- (3) Gift of shares to revocable trust.
- (4) Stock Option Grant under the 2011 Equity Incentive Plan of the Company.
- (5) Represents the closing price on the New York Stock Exchange on February 13, 2013, the date of grant.
- (6) Options will become exercisable as to 25% of the shares covered by the option on each of the first four anniversaries on the date of grant.
- (7) Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. The restricted stock units will vest 100% on February 13, 2016 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (8) Award of restricted stock units under the 2011 Equity Incentive Plan. The restricted stock units will vest 100% on February 13, 2018 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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