

ManpowerGroup Inc.  
Form 4  
July 24, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
**JOERRES JEFFREY A**

(Last) (First) (Middle)  
**MANPOWERGROUP 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)  
**07/22/2013**

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)  
**Chrm, Chf Ex Off**

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)
			Code	V	Amount or Price		
Common Stock	07/22/2013		M		50,000 A \$ 44.08	361,761	D
Common Stock	07/22/2013		M		150,000 A \$ 44.37	511,761	D
Common Stock	07/22/2013		M		100,000 A \$ 30.96	611,761	D
Common Stock	07/22/2013		S		146,060 D \$ 64.1382	465,701	D
Common Stock	07/22/2013		S		111,159 D \$ 65.0051	354,542	D

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Common Stock	07/22/2013	S	42,781	D	<u>(2)</u> \$ 65.7013	311,761	D	
Common Stock					<u>(3)</u>	300	I	by trust in wife's name

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 44.08	07/22/2013		M	50,000	<u>(4)</u> 02/18/2014	Common Stock 50,000
Stock Option (Right to Buy)	\$ 44.37	07/22/2013		M	150,000	<u>(5)</u> 02/16/2015	Common Stock 150,000
Stock Option (Right to Buy)	\$ 30.96	07/22/2013		M	100,000	<u>(6)</u> 02/17/2019	Common Stock 100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOERRES JEFFREY A MANPOWERGROUP INC. 100 MANPOWER PLACE	X		Chrm, Chf Ex Off	

MILWAUKEE, WI 53212

## Signatures

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

07/24/2013

\_\_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).

This price is the weighted average price. The prices received actually ranged from \$63.62 to \$64.01. Upon request, the reporting person  
(1) 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.

This price is the weighted average price. The prices received actually ranged from \$64.64 to \$65.63. Upon request, the reporting person  
(2) 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.

This price is the weighted average price. The prices received actually ranged from \$65.64 to \$65.93. Upon request, the reporting person  
(3) 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.

(4) 25% of the options became exercisable on each of 02/18/2005, 02/28/2006, 02/18/2007 and 02/18/2008.

(5) 25% of the options became exercisable on each of 02/16/2006, 02/16/2007, 02/16/2008 and 02/16/2009.

(6) 25% of the options became exercisable on each of 02/17/2010, 02/17/2011, 02/17/2012 and 02/17/2013.

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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