

ManpowerGroup Inc.  
Form 4  
April 27, 2015

**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 \*  
**LEENTJES HANS**

(Last) (First) (Middle)

**MANPOWERGROUP  
INC., DIEMERHOF 16-18**

(Street)

**XN DIEMEN, P7 1112**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/23/2015**

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/Northern Europe**

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	(D)	Price	
Common Stock	04/23/2015		M		100	A	\$ 67.12 2,802	D
Common Stock	04/23/2015		S		100	D	\$ 84.01 2,702	D
Common Stock	04/24/2015		M		7,848	A	\$ 67.12 10,550	D
Common Stock	04/24/2015		M		11,462	A	\$ 44.81 22,012	D
Common Stock	04/24/2015		M		6,635	A	\$ 52.55 28,647	D

Edgar Filing: ManpowerGroup Inc. - Form 4

Common Stock	04/24/2015	S	25,945	D	\$ 84.2181 <u>(1)</u>	2,702	D
-----------------	------------	---	--------	---	-----------------------------	-------	---

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	\$ 67.12	04/23/2015		M	100	<u>(2)</u> 02/16/2021	Common Stock	100
Stock Option (Right to Buy)	\$ 67.12	04/24/2015		M	7,848	<u>(2)</u> 02/16/2021	Common Stock	7,848
Stock Option (Right to Buy)	\$ 44.81	04/24/2015		M	11,462	<u>(3)</u> 02/15/2022	Common Stock	11,462
Stock Option (Right to Buy)	\$ 52.55	04/24/2015		M	6,635	<u>(4)</u> 02/13/2023	Common Stock	6,635

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEENTJES HANS MANPOWERGROUP INC.			EVP/Northern Europe	

DIEMERHOF 16-18  
XN DIEMEN, P7 1112

## Signatures

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

04/27/2015

\_\_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 \$84.00 to \$84.88. 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.
- (2) 25% of the options became exercisable on each of 2/16/2012, 2/16/2013, 2/16/2014, and 2/16/2015.
- (3) 25% of the options became exercisable on each of 2/15/2013, 2/15/2014, and 2/15/2015 and 25% will become exercisable on 2/15/2016.
- (4) 25% of the options became exercisable on each of 2/13/2014 and 2/13/2015 and 25% will become exercisable on each of 2/13/2016 and 2/13/2017.

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.