

BUCHBAND RICHARD

Form 4

January 03, 2019

**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 \*  
**BUCHBAND RICHARD**

(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)

**12/31/2018**

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)

**SVP, General Counsel**

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

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	12/31/2018	A	(2)	44		(1)	(1)	Common Stock	44	\$ 87.9 (2)
Restricted Stock Units	(3)	12/31/2018	A	(2)	39		(3)	(3)	Common Stock	39	\$ 87.9 (2)
Restricted Stock Units	(4)	12/31/2018	A	(2)	30		(4)	(4)	Common Stock	30	\$ 87.9 (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BUCHBAND RICHARD MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	SVP, General Counsel

## Signatures

/s/ Richard  
Buchband 01/03/2019

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) The restricted stock units will vest 100% on February 16, 2019 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (2) Receipt of restricted stock units in lieu of dividends paid in 2018 at an average price of \$87.98.
- (3) The restricted stock units will vest 100% on February 9, 2020 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (4) The restricted stock units will vest 100% on February 15, 2021 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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