

SWAN MARA E
Form 4
February 13, 2018

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 *
SWAN MARA E

(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)
02/10/2018

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)
EVP

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/10/2018 | | M | 3,301 A | \$ 0 ⁽¹⁾ 27,986 | D | |
| Common Stock | 02/11/2018 | | M | 7,042 A | \$ 0 ⁽²⁾ 35,028 | D | |
| Common Stock | 02/12/2018 | | F ⁽³⁾ | 3,216 D | \$ 116.97 ⁽⁴⁾ 31,812 | D | |
| Common Stock | 02/13/2018 | | S | 7,127 D | \$ 118.84 ⁽⁵⁾ 24,685 | D | |

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- (2) The restricted stock units vested on February 11, 2018 and were settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (3) Stock withheld by the Issuer to satisfy tax withholding obligations on shares acquired in settlement of restricted stock units.
- (4) Represents the opening stock price on the New York Stock Exchange on February 12, 2018.

This price is the weighted average price. The prices received actually ranged from \$118.25 to \$119.24. Upon request, the reporting person

- (5) 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.

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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