HOWARD JULIE
Form 4
January 03, 2019

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOWARD JULIE

(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)
01/01/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pric Deriva Securi

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								(Instr.
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Deferred Stock	(1)	01/01/2019	A(2)		2,469		(1)	(1)	Common Stock	2,469		$ 64.
Deferred Stock	(4)	01/01/2019	A(5)		29		(4)	(4)	Common Stock	29		$ 87 (6
Deferred Stock	(4)	01/01/2019	A(5)		20		(4)	(4)	Common Stock	20		$ 87 (6
Deferred Stock	(4)	01/01/2019	A(5)		2		(4)	(4)	Common Stock	2		$ 87 (6
Deferred Stock	(4)	01/01/2019	A(5)		38		(4)	(4)	Common Stock	38		$ 87 (6
Deferred Stock	(7)	01/01/2019	A(8)		1,307		(7)	(7)	Common Stock	1,307		$ 87 (6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD JULIE MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	X			

Signatures

/s/ Richard Buchband (pursuant to Power of Attorney previously filed)	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 shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2019 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2022 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the "Terms and Conditions" (as defined below).

(2) Annual Grant of deferred stock under the 2011 Equity Incentive Plan of the Company (the "Plan") and the Terms and Conditions Regarding the Grant of Awards to Non-Employee Directors under the Plan (the "Terms and Conditions").

(3) Represents the Market Price (as defined in the Plan) on the last trading day of 2018.

(4) These shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 bases on the earlier of January 1, 2021 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

(5) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.

(6) Represents the Average Trading Price (as defined in the Terms and Conditions).

(7) The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2022 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

(8) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of 100% of the Retainer (as defined in the Terms and Conditions) for 2018.

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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