

PRISING JONAS  
Form 4  
February 15, 2013

**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 \*  
**PRISING JONAS**

(Last) (First) (Middle)  
**MANPOWER 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)  
**02/13/2013**

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)  
**President, ManpowerGroup**

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 Ownership Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/14/2013		F <sup>(1)</sup>	903	D	52.25 <sup>(2)</sup>	1,597	D
Common Stock	02/14/2013		G <sup>(3)</sup>	1,597	D	\$ 0 <sup>(3)</sup>	0	D
Common Stock							32,235	I
								by revocable trust

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**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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) <sup>(4)</sup>	\$ 52.55 <sup>(5)</sup>	02/13/2013		A	24,883	<sup>(6)</sup> 02/13/2023	Common Stock 24,883
Restricted Stock Units <sup>(7)</sup>	\$ 0 <sup>(7)</sup>	02/13/2013		A	5,709	<sup>(7)</sup> <sup>(7)</sup>	Common Stock 5,709
Restricted Stock Units <sup>(8)</sup>	\$ 0 <sup>(8)</sup>	02/13/2013		A	28,545	<sup>(8)</sup> <sup>(8)</sup>	Common Stock 28,545

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRISING JONAS MANPOWER INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212			President, ManpowerGroup	

## Signatures

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

02/15/2013

\_\_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).

(1) Stock withheld by Issuer to satisfy tax withholding obligations on restricted stock that vested on February 14, 2013.

## Edgar Filing: PRISING JONAS - Form 4

- (2) Represents the opening stock price on the New York Stock Exchange on February 14, 2013.
- (3) Gift of shares to revocable trust.
- (4) Stock Option Grant under the 2011 Equity Incentive Plan of the Company.
- (5) Represents the closing price on the New York Stock Exchange on February 13, 2013, the date of grant.
- (6) Options will become exercisable as to 25% of the shares covered by the option on each of the first four anniversaries on the date of grant.
- (7) Award of restricted stock units under the 2011 Equity Incentive Plan of the Company. The restricted stock units will vest 100% on February 13, 2016 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (8) Award of restricted stock units under the 2011 Equity Incentive Plan. The restricted stock units will vest 100% on February 13, 2018 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.

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.