

ManpowerGroup Inc.
Form 3
February 13, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CHANDRASHEKAR SRIRAM | | (Month/Day/Year) 02/11/2014 | ManpowerGroup Inc. [MAN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| 10 HOE CHIANG ROAD,Â #21 04/05 KEPPEL TOWERS | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP | |
| SINGAPORE,Â U0Â 089315 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|--|---------------|---------------|--------------|--------|----------|----------------------------------|---|
| Stock Option (Right to Buy) <u>(1)</u> | Â <u>(2)</u> | 02/18/2020 | Common Stock | 7,500 | \$ 53.01 | D | Â |
| Stock Option (Right to Buy) <u>(1)</u> | Â <u>(3)</u> | 02/16/2021 | Common Stock | 3,045 | \$ 67.12 | D | Â |
| Restricted Stock Units <u>(4)</u> | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 2,505 | \$ 0 | D | Â |
| Restricted Stock Units <u>(4)</u> | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 1,000 | \$ 0 | D | Â |
| Restricted Stock Units <u>(6)</u> | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 3,435 | \$ 0 | D | Â |
| Stock Option (Right to Buy) <u>(8)</u> | Â <u>(9)</u> | 02/15/2022 | Common Stock | 4,190 | \$ 44.81 | D | Â |
| Restricted Stock Units <u>(6)</u> | Â <u>(10)</u> | Â <u>(10)</u> | Common Stock | 1,544 | \$ 0 | D | Â |
| Stock Option (Right to Buy) <u>(8)</u> | Â <u>(11)</u> | 02/13/2023 | Common Stock | 6,636 | \$ 52.55 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CHANDRASHEKAR SRIRAM 10 HOE CHIANG ROAD #21 04/05 KEPPEL TOWERS SINGAPORE, U0 089315 | Â | Â | Â EVP | Â |

Signatures

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

02/13/2014

 Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Option grant under the 2003 Equity Incentive Plan of the Company (the "2003 Plan").
- (2) 5,000 shares are currently exercisable. 2,500 shares become exercisable on 2/18/2014.
- (3) 1,522 shares are currently exercisable. 761 become exercisable on 2/16/2014; and 762 become exercisable on 2/16/2015.
- (4) Restricted Stock Unit grant under the 2003 Plan.
- (5) The restricted stock units will vest 100% on February 16, 2014 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.

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- (6) Restricted Stock Unit grant under the 2011 Equity Incentive Plan of the Company (the "2011 Plan").
- (7) The restricted stock units will vest 100% on February 15, 2015 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.
- (8) Stock Option grant under the 2011 Plan.
- (9) 1,047 shares are currently exercisable. 1,048 become exercisable on 2/15/2014; 1,047 become exercisable on 2/15/2015; and 1,048 become exercisable on 2/15/2016.
- (10) 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.
- (11) 25% of the options become exercisable on each of 2/13/2014, 2/13/2015, 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.