

SULLIVAN OWEN J  
 Form 4  
 February 22, 2013

**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 \*  
 SULLIVAN OWEN J

(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)  
 02/21/2013

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)  
 EVP, President Specialty Brand

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 (A) or (D) Price		
Common Stock	02/21/2013		S		700 D \$ 54.06	15,442	D
Common Stock	02/21/2013		S		800 D \$ 54.07	14,642	D
Common Stock	02/21/2013		S		100 D \$ 54.0705	14,542	D
Common Stock	02/21/2013		S		200 D \$ 54.0723	14,342	D
Common Stock	02/21/2013		S		100 D \$ 54.075	14,242	D

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Common Stock	02/21/2013	S	400	D	\$ 54.078	13,842	D
Common Stock	02/21/2013	S	600	D	\$ 54.08	13,242	D
Common Stock	02/21/2013	S	1,500	D	\$ 54.09	11,742	D
Common Stock	02/21/2013	S	100	D	\$ 54.092	11,642	D
Common Stock	02/21/2013	S	200	D	\$ 54.1	11,442	D
Common Stock	02/21/2013	S	300	D	\$ 54.13	11,142	D
Common Stock	02/21/2013	S	100	D	\$ 54.14	11,042	D
Common Stock	02/21/2013	S	100	D	\$ 54.145	10,942	D
Common Stock	02/21/2013	S	700	D	\$ 54.15	10,242	D
Common Stock	02/21/2013	S	400	D	\$ 54.18	9,842	D
Common Stock	02/21/2013	S	200	D	\$ 54.2	9,642	D
Common Stock	02/21/2013	S	1,200	D	\$ 54.21	8,442	D
Common Stock	02/21/2013	S	600	D	\$ 54.25	7,842	D
Common Stock	02/21/2013	S	300	D	\$ 54.26	7,542	D
Common Stock	02/21/2013	S	100	D	\$ 54.275	7,442	D
Common Stock	02/21/2013	S	100	D	\$ 54.28	7,342	D
Common Stock	02/21/2013	S	100	D	\$ 54.289	7,242	D
Common Stock	02/21/2013	S	100	D	\$ 54.29	7,142	D
Common Stock	02/21/2013	S	1,442	D	\$ 54.3	5,700	D
Common Stock	02/21/2013	S	100	D	\$ 54.3018	5,600	D
	02/21/2013	S	100	D		5,500	D

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Common Stock					\$	54.3054		
Common Stock	02/21/2013		S	300	D	\$ 54.3057	5,200	D
Common Stock	02/21/2013		S	300	D	\$ 54.31	4,900	D
Common Stock	02/21/2013		S	200	D	\$ 54.3153	4,700	D
Common Stock	02/21/2013		S	100	D	\$ 54.318	4,600	D

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 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN OWEN J MANPOWERGROUP INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212			EVP, President Specialty Brand	

## Signatures

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

02/22/2013

\_\_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).

### Remarks:

Filing 1 of 2

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