#### MANPOWER INC /WI/

Form 4

February 18, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* PAYNE ULICE JR

(First)

2. Issuer Name and Ticker or Trading Symbol

MANPOWER INC /WI/ [MAN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

X\_ Director 10% Owner Officer (give title Other (specify below)

MANPOWER INC., 100 MANPOWER PLACE

> (Street) 4. If Amendment, Date Original

02/16/2011

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MILWAUKEE, WI 53212

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Month/Day/Year) (Instr. 3)

2. Transaction Date 2A. Deemed 3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned (I) Following (Instr. 4) Reported

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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 required to respond unless the form

SEC 1474 (9-02)

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 3. Transaction Date 3A. Deemed Derivative Conversion

or Exercise

Security

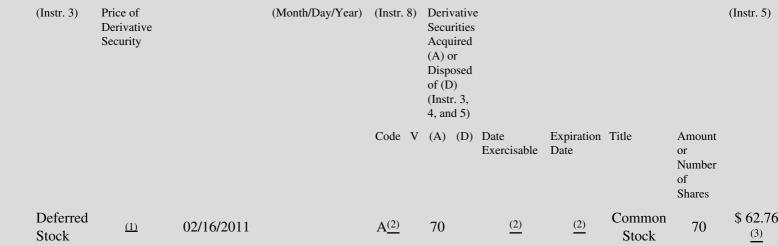
(Month/Day/Year) Execution Date, if any

5. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price of **Underlying Securities** Derivative (Instr. 3 and 4) Security

#### Edgar Filing: MANPOWER INC /WI/ - Form 4



### **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAYNE ULICE JR MANPOWER INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	X			

## **Signatures**

/s/ Kenneth C. Hunt (pursuant to Power of Attorney previously filed) 02/18/2011

\*\*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).
- The shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2011 and will be settled in (1) shares of Manpower commonst stock on a 1 for 1 basis on the earlier of January 1, 2014 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).
- Incremental shares of deferred stock granted under the 2003 Equity Incentive Plan of Manpower Inc. and the Terms and Conditions

  Regarding the Grant of Awards to Non-Employee Directors under the Plan (Amended and Restated Effective February 16, 2011)(the 
  "Terms and Conditions")in connection with an amendment to the Compensation for Non-Employee Directors Program effective February 16, 2011.
- (3) Represents the Market Price (as defined in the Plan) on the last trading day of 2010.

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.

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