BECK BARBARA

Form 4 February 19, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: January 31, Expires:

2005 Estimated average burden hours per 0.5

response...

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

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BECK BARBARA** Issuer Symbol MANPOWER INC /WI/ [MAN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title MANPOWER INC., 100 02/17/2009 below) MANPOWER PLACE EVP & President, EMEA (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

MILWAUKEE, WI 53212

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	iired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	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)
Common Stock	02/17/2009		A <u>(1)</u>	17,500	A	· –	29,511	D	
Common Stock	02/17/2009		F(2)	5,753	D	\$ 32.27 (3)	23,758	D	

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

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Person

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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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (4)	\$ 30.96 (5)	02/17/2009		A	35,000	<u>(6)</u>	02/17/2019	Common Stock	35,000
Restricted Stock Units (7)	<u>(7)</u>	02/17/2009		A	9,000	<u>(7)</u>	<u>(7)</u>	Common Stock	9,000
Restricted Stock Units (8)	(8)	02/17/2009		A	6,000	(8)	<u>(8)</u>	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships
F 8	

Director 10% Owner Officer Other

BECK BARBARA MANPOWER INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212

EVP & President, EMEA

Signatures

Jeffrey A. Joerres (pursuant to Power of Attorney previously filed)

02/19/2009

**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) Shares acquired in settlement of performance share units (which were not derivative securities) received under the Manpower Inc. 2003 Equity Incentive Plan (the "2003 Plan"), exempt under Rule 16b-3.
- (2) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 17, 2009 in settlement of performance share units.
- (3) \$32.27 is the closing price on the New York Stock Exchange on February 13, 2009.

Reporting Owners 2

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- (4) Stock option grant under the 2003 Plan.
- (5) \$30.96 is the closing price on the New York Stock Exchange on February 17, 2009, the date of grant.
- Options will become exercisable as to 25% of the shares covered by the option on each of the first four anniversaries of the date of the grant.
- (7) Award of restricted stock units under the 2003 Plan. The restricted stock units will vest one-third on each of the first three anniversaries of the date of grant and will be settled in shares of Manpower common stock on a 1 for 1 basis upon vesting.
- (8) Award of restricted stock units under the 2003 Plan. The restricted stock units will vest 100% on February 17, 2013 and will be settled in shares of Manpower 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.