HUNT KENNETH C

Form 4

February 19, 2009

FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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burden hours per response...

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **HUNT KENNETH C**

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

MANPOWER INC /WI/ [MAN]

(Check all applicable)

3. Date of Earliest Transaction (Month/Day/Year)

10% Owner Other (specify

MANPOWER INC., 100

02/17/2009

X_ Officer (give title

MANPOWER PLACE

SVP, General Counsel & Sec. 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

Person

MILWAUKEE, WI 53212

(City) (State) (Zip)

(Street)

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

Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially

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

Ownership

(Instr. 4)

(A)

(Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

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

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	or Dispo	(Instr. 3, 4,				
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (1)	\$ 30.96	02/17/2009		A	29,000)	(3)	02/17/2019	Common Stock	29,000
Restricted Stock Units (4)	<u>(4)</u>	02/17/2009		A	7,500		<u>(4)</u>	<u>(4)</u>	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HUNT KENNETH C MANPOWER INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212

SVP, General Counsel & Sec.

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) Stock option grant under the Manpower 2003 Equity Incentive Plan (the "2003 Plan").
- (2) \$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.
- (4) 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.

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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