

MANPOWER INC /WI/
Form 4
January 04, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALTER JOHN R

(Last) (First) (Middle)

**MANPOWER INC., 100
MANPOWER PLACE**

(Street)

MILWAUKEE, WI 53212

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MANPOWER INC /WI/ [MAN]

3. Date of Earliest Transaction
(Month/Day/Year)
01/01/2011

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)

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)
				(A) or (D)			
			Code	V	Amount		Price

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriva Securi

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr. 8)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock	<u>(1)</u>	01/01/2011	A	<u>(2)</u>	1,593		<u>(1)</u>	<u>(1)</u>	Common Stock	1,593
Deferred Stock	<u>(4)</u>	01/01/2011	A	<u>(5)</u>	25		<u>(4)</u>	<u>(4)</u>	Common Stock	25
Deferred Stock	<u>(7)</u>	01/01/2011	A	<u>(5)</u>	36		<u>(7)</u>	<u>(7)</u>	Common Stock	36
Deferred Stock	<u>(8)</u>	01/01/2011	A	<u>(5)</u>	19		<u>(8)</u>	<u>(8)</u>	Common Stock	19
Deferred Stock	<u>(9)</u>	01/01/2011	A	<u>(5)</u>	25		<u>(9)</u>	<u>(9)</u>	Common Stock	25
Deferred Stock	<u>(10)</u>	01/01/2011	A	<u>(5)</u>	41		<u>(10)</u>	<u>(10)</u>	Common Stock	41

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WALTER JOHN R MANPOWER INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	X

Signatures

Kenneth C. Hunt (pursuant to Power of Attorney previously filed) 01/04/2011

 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).

(1) The shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2011 and will be settled in shares of Manpower common 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).

(2) Annual grant of deferred stock 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 January 1, 2008) (the "Terms and Conditions").

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- (3) Represents the Market Price (as defined in the Plan) on the last trading day of 2010.

The shares of deferred stock are fully vested on the date of grant and will be settled in shares of Manpower common stock on a 1 for 1 basis on the earlier of January 1, 2013 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

- (5) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.

- (6) Represents the Average Trading Price (as defined in the Terms and Conditions).

The shares of deferred stock are fully vested on the date of grant and will be settled in shares of Manpower common stock on a 1 for 1 basis on the earlier of January 1, 2019 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

- (8) The shares of deferred stock are fully vested on the date of grant and will be settled in shares of Manpower common stock on a 1 for 1 basis on the earlier of January 1, 2018 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

- (9) The shares of deferred stock are fully vested on the date of grant and will be settled in shares of Manpower common stock on a 1 for 1 basis on the earlier of January 1, 2016 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

- (10) The shares of deferred stock are fully vested on the date of grant and will be settled in shares of Manpower common stock on a 1 for 1 basis on the earlier of January 1, 2020 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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