

MANPOWER INC /WI/  
Form 8-K  
December 08, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 3, 2008**

**MANPOWER INC.**

(Exact name of registrant as specified in its charter)

Wisconsin  
(State or other jurisdiction  
of incorporation)

1-10686  
(Commission  
File Number)

39-1672779  
(IRS Employer  
Identification No.)

100 Manpower Place

Milwaukee, Wisconsin

53212

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (414) 961-1000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02.**

**Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 3, 2008, Manpower Inc. (the Company ) entered into an amended and restated severance agreement with Darryl Green, with an effective date of November 10, 2008, which amended and restated a severance agreement, dated August 1, 2007, between the Company and Mr. Green (the Prior Agreement ).

The purpose of the amendments was to bring certain payments under the Prior Agreement into compliance with, or to secure certain exemptions from, Section 409A of the Internal Revenue Code of 1986, as amended (the Code ), and the final and transitional guidance promulgated thereunder, and to take into account recent guidance issued under Section 162(m) of the Code.

In addition, the amendments modify the definition of cause, remove any section relating to the accelerated vesting of unvested stock options upon a change of control, and revise the section relating to potential payment cutbacks when amounts under the agreement would be subject to Section 4999 excise taxes upon a change of control. Finally, the amendments were made to provide consistent benefits for executive and senior officers, as compared to similar agreements entered into by the Company with other Company officers earlier this year, including, but not limited to, calculation of the prorated bonuses or bonuses used in determining the amount of severance payments upon certain terminations of employment.

The foregoing brief description of the amendments is qualified in its entirety by reference to the amended and restated severance agreement filed therewith as exhibit 10.1, which is incorporated by reference into this Item 5.02.

**Item 9.01.**

**Financial Statements and Exhibits.**

(d)

Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amended and Restated Severance Agreement between the Company and Darryl Green



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 8, 2008

MANPOWER INC.

By: /s/ Kenneth C. Hunt  
Kenneth C. Hunt  
Senior Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

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