

MANPOWER INC /WI/
Form 4
February 18, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
VAN HANDEL MICHAEL J

(Last) (First) (Middle)
MANPOWER INC., 5301 N.
IRONWOOD ROAD
(Street)

MILWAUKEE, WI 53217

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2005

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)
Exec. VP, CFO and Secretary

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u>	02/16/2005		A		7,500	A	\$ 0
Common Stock <u>(2)</u>	02/16/2005		A		9,000	A	\$ 0
					39,680		
					48,680		

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

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(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 (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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy) ⁽³⁾	\$ 44.37 ⁽⁴⁾	02/16/2005		A	50,000	⁽⁵⁾ 02/16/2015	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
VAN HANDEL MICHAEL J MANPOWER INC. 5301 N. IRONWOOD ROAD MILWAUKEE, WI 53217	Director 10% Owner Officer Exec. VP, CFO and Secretary

Signatures

/s/ Michael J. Van Handel
02/18/2005
Date
**Signature of Reporting Person

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).
- Grant of restricted stock under the 2003 Equity Incentive Plan of Manpower Inc. (the "2003 Plan"). The shares vest in full on 2/16/11. However, the restricted stock may vest in full on 2/16/08 if the Company's total shareholder return during the three-year period ending 2/16/08 (the "Measurement Period") exceeds the total shareholder return during the Measurement Period of the 60th percentile of a peer group selected by the Executive Compensation Committee. Total shareholder return is defined as the appreciation of the price of the Company's or peer group company's common stock, assuming the reinvestment of dividends. None of the restricted shares will vest on the third anniversary of the date of the award if the Company's total shareholder return during the Measurement Period is below the total shareholder return during the Measurement Period of the 60th percentile of the peer group.
- (1) group selected by the Executive Compensation Committee. Total shareholder return is defined as the appreciation of the price of the Company's or peer group company's common stock, assuming the reinvestment of dividends. None of the restricted shares will vest on the third anniversary of the date of the award if the Company's total shareholder return during the Measurement Period is below the total shareholder return during the Measurement Period of the 60th percentile of the peer group.
 - (2) Grant of restricted stock under the 2003 Plan. The restricted stock vests in full on 2/16/2011.
 - (3) Stock option grant under the 2003 Plan.
 - (4) The exercise price of \$44.37 is the closing price on the New York Stock Exchange on February 15, 2005, the last trading day immediately preceding the date of grant.
 - (5) The option vests as to 50% of the shares covered by the option on 2/16/2007 and 50% of the shares covered by the option on 2/16/2009.

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