BURNS STEPHANIE

Form 4 January 04, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

OMB APPROVAL OMB

3235-0287 Number: January 31,

2005 Estimated average burden hours per

Expires:

response... 0.5

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

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BURNS STEPHANIE**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

Issuer

(First) (Middle) (Last)

MANPOWER INC /WI/ [MAN]

X_ Director

(Check all applicable)

DOW CORNING

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

Officer (give title 12/31/2004 below)

10% Owner Other (specify

CORPORATION, P.O. BOX 994

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

MIDLAND, MI 48686

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

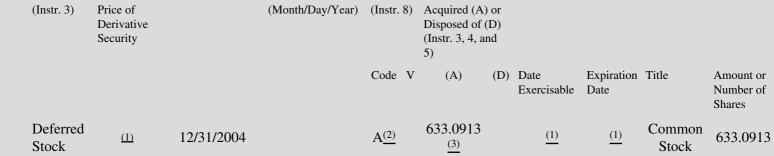
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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

Edgar Filing: BURNS STEPHANIE - Form 4



Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BURNS STEPHANIE

DOW CORNING CORPORATION
P.O. BOX 994

MIDLAND, MI 48686

Signatures

Michael J. VanHandel (pursuant to Power of Attorney previously filed) 01/04/2005

**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 will be settled in shares of Manpower common stock on a 1 for 1 basis within 30 days after the reporting person's termination of service as a director.
- Receipt of deferred stock under the 2003 Equity Incentive Plan of Manpower Inc. (the "Plan") and the Terms and Conditions Regarding (2) the Grant of Awards to Non-Employee Directors under the Plan (the "Terms and Conditions") in lieu of 50% of the Retainer (as defined in the Terms and Conditions) and dividends.
- (3) Represents 631.3796 shares of deferred stock in lieu of the Retainer plus 1.7117 shares of deferred stock in lieu of dividends.
- (4) Represents the Average Trading Price (as defined 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. 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.

Reporting Owners 2