

MANPOWER INC /WI/
Form 4
April 29, 2009

FORM 4

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

OMB APPROVAL

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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 *
ZORE EDWARD J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
720 EAST WISCONSIN AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

MILWAUKEE, WI 53202

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 04/27/2009 | | M | | 10,000 | A | \$ 28.38 32,942 | D |
| Common Stock | 04/27/2009 | | S | | 100 | D | \$ 41.92 32,842 | D |
| Common Stock | 04/27/2009 | | S | | 100 | D | \$ 41.93 32,742 | D |
| Common Stock | 04/27/2009 | | S | | 500 | D | \$ 41.94 32,242 | D |
| Common Stock | 04/27/2009 | | S | | 100 | D | \$ 41.95 32,142 | D |
| Common Stock | 04/27/2009 | | S | | 300 | D | \$ 41.96 31,842 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 04/27/2009 | S | 100 | D | \$ 41.97 | 31,742 | D |
| Common Stock | 04/27/2009 | S | 100 | D | \$ 41.98 | 31,642 | D |
| Common Stock | 04/27/2009 | S | 300 | D | \$ 41.99 | 31,342 | D |
| Common Stock | 04/27/2009 | S | 700 | D | \$ 42 | 30,642 | D |
| Common Stock | 04/27/2009 | S | 193 | D | \$ 42.01 | 30,449 | D |
| Common Stock | 04/27/2009 | S | 300 | D | \$ 42.02 | 30,149 | D |
| Common Stock | 04/27/2009 | S | 1,300 | D | \$ 42.03 | 28,849 | D |
| Common Stock | 04/27/2009 | S | 100 | D | \$ 42.035 | 28,749 | D |
| Common Stock | 04/27/2009 | S | 500 | D | \$ 42.04 | 28,249 | D |
| Common Stock | 04/27/2009 | S | 500 | D | \$ 42.05 | 27,749 | D |
| Common Stock | 04/27/2009 | S | 180 | D | \$ 42.06 | 27,569 | D |
| Common Stock | 04/27/2009 | S | 1,399 | D | \$ 42.07 | 26,170 | D |
| Common Stock | 04/27/2009 | S | 100 | D | \$ 42.08 | 26,070 | D |
| Common Stock | 04/27/2009 | S | 100 | D | \$ 42.097 | 25,970 | D |
| Common Stock | 04/27/2009 | S | 400 | D | \$ 42.1 | 25,570 | D |
| Common Stock | 04/27/2009 | S | 100 | D | \$ 42.105 | 25,470 | D |
| Common Stock | 04/27/2009 | S | 121 | D | \$ 42.11 | 25,349 | D |
| Common Stock | 04/27/2009 | S | 500 | D | \$ 42.12 | 24,849 | D |
| Common Stock | 04/27/2009 | S | 207 | D | \$ 42.13 | 24,642 | D |
| | 04/27/2009 | S | 100 | D | \$ 42.135 | 24,542 | D |

Common
Stock

Common Stock 04/27/2009 S 300 D \$ 42.14 24,242 D

Common Stock 04/27/2009 S 200 D \$ 42.1425 24,042 D

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 28.38 | 04/27/2009 | | M | 10,000 | 11/05/2003 11/05/2011 | Common Stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZORE EDWARD J 720 EAST WISCONSIN AVENUE MILWAUKEE, WI 53202 | | X | | |

Signatures

Kenneth Hunt (pursuant to Power of Attorney filed herewith) 04/29/2009

__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).

Remarks:

Form 1 of 2

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