

BECK BARBARA

Form 4

February 18, 2010

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 *
BECK BARBARA

(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)
02/16/2010

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)

Executive Vice President

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	02/16/2010		F ⁽¹⁾		2,250	D	\$ 52.34 ⁽²⁾
Common Stock	02/17/2010		M		3,046	A	3 5,796
Common Stock	02/17/2010		F ⁽⁴⁾		1,322	D	\$ 52.91 ⁽⁵⁾

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

**Persons who respond to the collection of
information contained in this form are not**

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(9-02)

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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
Restricted Stock Units	(3)	02/17/2010		M		3,046		02/17/2010	02/17/2010	Common Stock	3,046

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BECK BARBARA MANPOWER INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	Executive Vice President

Signatures

Kenneth C. Hunt (pursuant to Power of Attorney filed herewith) 02/18/2010

**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) Stock withheld by Issuer to satisfy tax withholding obligations on restricted that vested on February 16, 2010.
- (2) \$52.34 is the opening price on the New York Stock Exchange on February 16, 2010.
- (3) These restricted stock units were settled in shares of Manpower common stock on a 1 for 1 basis upon vesting.
- (4) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 17, 2010 in settlement of restricted stock units.
- (5) \$52.91 is the opening price on the New York Stock Exchange on February 17, 2010.

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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