MANPOWER INC /WI/

Form 4

February 18, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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 \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading JOERRES JEFFREY A Issuer Symbol MANPOWER INC /WI/ [MAN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_ Director 10% Owner Other (specify X\_ Officer (give title MANPOWER INC., 5301 N. 02/16/2005 below) IRONWOOD ROAD Chairman, CEO and President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting MILWAUKEE, WI 53217 Person

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative :	Securi	ties Ac	quired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Dia (D) (Instr. 3, 4	sposed	of	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)
Common Stock (1)	02/16/2005		A	22,500	A	\$0	117,247.5844	D	
Common Stock (2)	02/16/2005		A	45,000	A	\$0	162,247.5844	D	
Common Stock							300	I	By trust in Wife's name

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

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## 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)

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. Transactio Code (Instr. 8)	5. Number of or 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) (3)	\$ 44.37 (4)	02/16/2005		A	150,000	<u>(5)</u>	02/16/2015	Common Stock	150,000

Relationships

### **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
JOERRES JEFFREY A				
A CANDOWED THE				

MANPOWER INC. 5301 N. IRONWOOD ROAD MILWAUKEE, WI 53217

X

Chairman, CEO and President

#### **Signatures**

/s/ Michael J. Van Handel (pursuant to Power of Attorney filed herewith)

02/18/2005

\*\*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).

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

- (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 reinvetment of dividends. None of the restricted shares will vest on the third aniversary 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.

Reporting Owners 2

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(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. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, <i>see</i> 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.