

MANPOWER INC /WI/
Form 4
February 12, 2009

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 *
JOERRES JEFFREY A

(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)
02/10/2009

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)
Chairman, CEO and 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 or Price | | |
| Common Stock | 02/10/2009 | | S | | 100 D \$ 33.47 | D | |
| Common Stock | 02/10/2009 | | S | | 100 D \$ 33.49 | D | |
| Common Stock | 02/10/2009 | | S | | 100 D \$ 33.5 | D | |
| Common Stock | 02/10/2009 | | S | | 900 D \$ 33.54 | D | |
| Common Stock | 02/10/2009 | | S | | 600 D \$ 33.55 | D | |
| | 02/10/2009 | | S | | 500 D | D | |

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| | | | | | | | | | |
|--------------|------------|--|---|-----|----------|----------|--------------|---|-------------------------|
| Common Stock | | | | | \$ 33.56 | | | | |
| Common Stock | 02/10/2009 | | S | 100 | D | \$ 33.58 | 212,263.5221 | D | |
| Common Stock | 02/10/2009 | | S | 100 | D | \$ 33.59 | 212,163.5221 | D | |
| Common Stock | 02/10/2009 | | S | 300 | D | \$ 33.6 | 211,863.5221 | D | |
| Common Stock | 02/10/2009 | | S | 100 | D | \$ 33.62 | 211,763.5221 | D | |
| Common Stock | 02/10/2009 | | S | 600 | D | \$ 33.68 | 211,163.5221 | D | |
| Common Stock | 02/10/2009 | | S | 100 | D | \$ 33.69 | 211,063.5221 | D | |
| Common Stock | 02/10/2009 | | S | 400 | D | \$ 33.7 | 210,663.5221 | 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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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (Right to Buy) | \$ 21.9375 | 02/10/2009 | | M | 100,000 | (1) | 07/20/2009 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOERRES JEFFREY A MANPOWER INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212 | X | | Chairman, CEO and President | |

Signatures

| | |
|------------------------------------|------------|
| Jeffrey A. Joerres | 02/12/2009 |
| **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).
- (1) 10,000 options became exercisable on 7/20/00, 10,000 became exercisable on 7/20/01, 10,000 became exercisable on 7/20/02, 10,000 became exercisable on 7/20/03 and the remaining 60,000 options became exercisable on 7/20/04.

Remarks:

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