

MANPOWER INC /WI/
Form 4
February 12, 2009

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 *
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/10/2009		M		100,000 A \$ 21.9375	310,663.5221 D	
Common Stock	02/10/2009		S		400 D \$ 32.74	310,263.5221 D	
Common Stock	02/10/2009		S		500 D \$ 32.75	309,763.5221 D	
Common Stock	02/10/2009		S		100 D \$ 32.76	309,663.5221 D	
Common Stock	02/10/2009		S		100 D \$ 32.77	309,563.5221 D	

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Common Stock	02/10/2009	S	1,500	D	\$ 32.78	308,063.5221	D
Common Stock	02/10/2009	S	400	D	\$ 32.785	307,663.5221	D
Common Stock	02/10/2009	S	300	D	\$ 32.79	307,363.5221	D
Common Stock	02/10/2009	S	100	D	\$ 32.7975	307,263.5221	D
Common Stock	02/10/2009	S	300	D	\$ 32.8	306,963.5221	D
Common Stock	02/10/2009	S	2,600	D	\$ 32.81	304,363.5221	D
Common Stock	02/10/2009	S	100	D	\$ 32.815	304,263.5221	D
Common Stock	02/10/2009	S	500	D	\$ 32.82	303,763.5221	D
Common Stock	02/10/2009	S	100	D	\$ 32.83	303,663.5221	D
Common Stock	02/10/2009	S	300	D	\$ 32.84	303,363.5221	D
Common Stock	02/10/2009	S	700	D	\$ 32.85	302,663.5221	D
Common Stock	02/10/2009	S	200	D	\$ 32.86	302,463.5221	D
Common Stock	02/10/2009	S	100	D	\$ 32.885	302,363.5221	D
Common Stock	02/10/2009	S	100	D	\$ 32.89	302,263.5221	D
Common Stock	02/10/2009	S	1,099	D	\$ 32.9	301,164.5221	D
Common Stock	02/10/2009	S	500	D	\$ 32.91	300,664.5221	D
Common Stock	02/10/2009	S	100	D	\$ 32.92	300,564.5221	D
Common Stock	02/10/2009	S	1,100	D	\$ 32.94	299,464.5221	D
Common Stock	02/10/2009	S	200	D	\$ 32.95	299,264.5221	D
Common Stock	02/10/2009	S	300	D	\$ 32.96	298,964.5221	D
	02/10/2009	S	200	D	\$ 32.97	298,764.5221	D

Common
Stock

Common Stock	02/10/2009	S	600	D	\$ 32.98	298,164.5221	D
Common Stock	02/10/2009	S	300	D	\$ 32.985	297,864.5221	D
Common Stock	02/10/2009	S	1,500	D	\$ 32.99	296,364.5221	D
Common Stock	02/10/2009	S	600	D	\$ 32.995	295,764.5221	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)	\$ 21.9375	02/10/2009		M	100,000	<u>(1)</u> 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:

Form 1 of 4

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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