

SWAN MARA E
Form 4
February 18, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
SWAN MARA E

(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)
02/16/2011

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)
EVP

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	02/16/2011		S		2,500	D	\$ 67
Common Stock	02/17/2011		M		2,746	A	(\$ 7,776)
Common Stock	02/17/2011		F ⁽²⁾		1,222	D	\$ 66.93
							⁽³⁾

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

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SEC 1474
(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) ⁽⁴⁾	\$ 67.12 ⁽⁵⁾	02/16/2011		A	7,451	⁽⁶⁾	02/16/2021	Common Stock	7,451
Restricted Stock Units ⁽⁷⁾	\$ 0 ⁽⁷⁾	02/16/2011		A	2,235	⁽⁷⁾	⁽⁷⁾	Common Stock	2,235
Restricted Stock Units ⁽⁸⁾	\$ 0 ⁽⁸⁾	02/16/2011		A	14,899	⁽⁸⁾	⁽⁸⁾	Common Stock	14,899
Restricted Stock Units	⁽¹⁾	02/17/2011		M	2,746	02/17/2011	02/17/2011	Common Stock	2,746

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWAN MARA E MANPOWER INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212			EVP	

Signatures

Mara Swan 02/18/2011

⁽¹⁾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) These restricted stock units were settled in shares of Manpower common stock on a 1 for 1 basis upon vesting.

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- (2) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 17, 2011 in settlement of restricted stock units.
- (3) Represents the opening price on the New York Stock Exchange on February 17, 2011.
- (4) Stock Option grant under the Manpower 2003 Equity Incentive Plan.
- (5) Represents the closing price on the New York Stock Exchange on February 16, 2011, the date of grant.
- (6) Options will become exercisable as to 25% of the shares covered by the option on each of the first four anniversaries of the date of grant.
- (7) Award of restricted stock units under the Manpower Inc. 2003 Equity Incentive Plan. The restricted stock units will vest 100% on February 17, 2014 and will be settled in shares of Manpower common stock on a 1 for 1 basis upon vesting.
- (8) Award of restricted stock units under the 2003 Plan. The restricted stock units will vest 100% on February 16, 2016 and will be settled in shares of Manpower common stock on a 1 for 1 basis upon vesting.

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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