

MANPOWER INC /WI/
Form 3
January 05, 2006

FORM 3

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

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

**INITIAL STATEMENT OF 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 *

Â PRISING JONAS

(Last) (First) (Middle)

MANPOWER INC.,Â 5301
NORTH IRONWOOD ROAD

(Street)

MILWAUKEE,Â WIÂ 53217

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/03/2006

3. Issuer Name **and** Ticker or Trading Symbol
MANPOWER INC /WI/ [MAN]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
Exec VP US and Canadian Oper.

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

(Instr. 5)

Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	5,000	\$ 0	D	Â
Stock Option (Right to Buy)	10/20/2004	10/20/2010	Common Stock	1,000	\$ 29.56	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	02/19/2012	Common Stock	3,500	\$ 33.96	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	02/18/2013	Common Stock	3,500	\$ 31.16	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	02/24/2014	Common Stock	6,300	\$ 44.95	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	02/16/2015	Common Stock	5,250	\$ 45.57	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRISING JONAS MANPOWER INC. 5301 NORTH IRONWOOD ROAD MILWAUKEE, WI 53217	Â	Â	Â Exec VP US and Canadian Oper.	Â

Signatures

Jonas Prising 01/04/2006

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The restricted stock units will vest in 50% on 2/16/2008 and 50% on 2/16/2010.
- (2) The option is exercisable as to 2,625 shares and will become exercisable as to the remaining 875 shares on 2/19/06.
- (3) The option is exercisable as to 1,750 shares and will become exercisable as to an additional 875 shares on each of 2/18/06 and 2/18/07.
- (4) The option is exercisable as to 1,575 shares and will become exercisable as to an additional 1,575 shares on each of 2/24/06, 2/24/07 and 2/24/08.
- (5) The option will become exercisable as to 1,312 shares on 2/16/06, 1,313 shares on 2/16/07, 1,312 shares on 2/16/08 and 1,313 shares on 2/16/09.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* 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.