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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
VAN HANDEL MICHAEL J

(Last) (First) (Middle)

MANPOWER INC., 5301 N. IRONWOOD ROAD

(Street)

MILWAUKEE, WI 53217

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Exec. VP, CFO and Secretary

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 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 (1)	02/16/2005		A		7,500	A	$ 0	39,680	D	
Common Stock (2)	02/16/2005		A		9,000	A	$ 0	48,680	D	

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

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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 Securities (Instr. 3 and 4)		8 D S (I
				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		50,000		(5)	02/16/2015	Common Stock	50,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAN HANDEL MICHAEL J MANPOWER INC. 5301 N. IRONWOOD ROAD MILWAUKEE, WI 53217			Exec. VP, CFO and Secretary	

Signatures

/s/ Michael J. Van Handel	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).

(1) 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 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.

(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, *see* Instruction 6 for procedure.
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Explanation of Responses: