STEVENSON DENNIS
Form 4
February 07, 2006

FORM 4

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

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
OMB Number: 3235-0287
Expires: January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEVENSON DENNIS

(Last) (First) (Middle)

LITTLE TUFTON HOUSE, 3 DEAN TRENCH STREET

(Street)

LONDON U.K., X0 SW1P 3HB

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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	02/03/2006		M		25,000	A	$ 28	57,257.3893	D	
Common Stock	02/03/2006		M		5,000	A	$ 29.56	62,257.3893	D	
Common Stock	02/03/2006		M		5,000	A	$ 28.7	67,257.3893	D	
Common Stock	02/03/2006		M		40,000	A	$ 28.38	107,257.3893	D	
Common Stock	02/03/2006		S		36,934	D	$ 53	70,323.3893	D	
	02/03/2006		S		8,300	D		62,023.3893	D	

Common Stock						$ 54.05		
Common Stock	02/03/2006		S	2,100	D	$ 54.04	59,923.3893	D
Common Stock	02/03/2006		S	1,400	D	$ 53.06	58,523.3893	D
Common Stock	02/03/2006		S	1,100	D	$ 53.16	57,423.3893	D
Common Stock	02/03/2006		S	1,000	D	$ 53.08	56,423.3893	D
Common Stock	02/03/2006		S	700	D	$ 53.98	55,723.3893	D
Common Stock	02/03/2006		S	600	D	$ 53.09	55,123.3893	D
Common Stock	02/03/2006		S	600	D	$ 53.07	54,523.3893	D
Common Stock	02/03/2006		S	400	D	$ 53.97	54,123.3893	D
Common Stock	02/03/2006		S	400	D	$ 53.05	53,723.3893	D
Common Stock	02/03/2006		S	300	D	$ 53.99	53,423.3893	D
Common Stock	02/03/2006		S	300	D	$ 53.1	53,123.3893	D
Common Stock	02/03/2006		S	200	D	$ 53.03	52,923.3893	D
Common Stock	02/03/2006		S	100	D	$ 53.9	52,823.3893	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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

						and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	$ 28	02/03/2006		M			25,000	11/05/2001	11/05/2006	Common Stock	25,000
Stock Options (right to buy)	$ 29.56	02/03/2006		M			5,000	10/20/2000	10/20/2010	Common Stock	5,000
Stock Options (right to buy)	$ 28.7	02/03/2006		M			5,000	10/30/2001	10/30/2011	Common Stock	5,000
Stock Options (right to buy)	$ 28.38	02/03/2006		M			40,000	(1)	11/05/2011	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEVENSON DENNIS LITTLE TUFTON HOUSE 3 DEAN TRENCH STREET LONDON U.K., X0 SW1P 3HB	X			

Signatures

Michael J. VanHandel (pursuant to Power of Attorney previously filed)	02/07/2006
**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) The option is exercisable as to one-fifth of the shares on each anniversary of the date of grant and is immediately exercisable in full upon death, disability or the occurrence of a triggering event. If Reporting Person's tenure ends for any other reason before 11/5/2006, the option shall become immediately exercisble as to a prorated number of shares based on the time served during the one-year period (or partial-year period, if applicable), in which termination occurs.

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