

MANPOWER INC /WI/  
Form 4  
February 12, 2009

**FORM 4**

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

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).

**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 \*  
**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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**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

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