GREEN DARRYL Form 4

February 19, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GREEN DARRYL**

79 ANSON ROAD, #09-01/02

2. Issuer Name and Ticker or Trading Symbol

MANPOWER INC /WI/ [MAN]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

02/17/2009

(Check all applicable) Director 10% Owner

X_ Officer (give title Other (specify below)

EVP & President, Asia Pacific

6. Individual or Joint/Group Filing(Check

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

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SINGAPORE, U0 079906

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

Edgar Filing: GREEN DARRYL - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	d of				
				Code V	(A)	` '	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (1)	\$ 30.96 (2)	02/17/2009		A	41,000		(3)	02/17/2019	Common Stock	41,000
Restricted Stock Units (4)	<u>(4)</u>	02/17/2009		A	11,500		<u>(4)</u>	<u>(4)</u>	Common Stock	11,500
Restricted Stock Units (5)	<u>(5)</u>	02/17/2009		A	5,000		(5)	<u>(5)</u>	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	elationships
--------------------------------	--------------

Director 10% Owner Officer Other

GREEN DARRYL 79 ANSON ROAD #09-01/02 SINGAPORE, U0 079906

EVP & President, Asia Pacific

Signatures

Jeffrey A. Joerres (pursuant to Power of Attorney previously filed)

02/19/2009

**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) Stock option grant under the Manpower Inc. 2003 Equity Incentive Plan, (the "2003 Plan").
- (2) \$30.96 is the closing price on the New York Stock Exchange on February 17, 2009, the date of grant.
- 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 the grant.
- (4) Award of restricted stock units under the 2003 Plan. The restricted stock units will vest one-third on each of the first three anniversaries of the date of grant and will be settled in shares of Manpower common stock on a 1 for 1 basis upon vesting.
- (5) Award of restricted stock units under the 2003 Plan. The restricted stock units will vest 100% on February 17, 2013 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. 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.

Reporting Owners 2