

MANPOWER INC /WI/
Form 4
October 04, 2010

FORM 4

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

OMB APPROVAL

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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 *
Sartain Elizabeth P

(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)
10/01/2010

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| | | | | | | | \$ |
| Restricted Stock | 10/01/2010 | | A ⁽¹⁾ | | 517 | A | 52.2 |
| | | | | | | | <u>(2)</u> |

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

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(9-02)

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

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| 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. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Deferred Stock | (3) | 10/01/2010 | | D(1) | 517 | (3) (3) | Common Stock | 517 \$ 48.7(4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sartain Elizabeth P MANPOWER INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212 | | X | | |

Signatures

Kenneth C. Hunt (pursuant to Power of Attorney previously filed) 10/04/2010

__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) As permitted under the Terms and Conditions (Amended and Restated Effective January 1, 2008) within 10 days of the date the reporting person became a director on August 3, 2010, the reporting person elected to receive a grant of restricted stock on October 1, 2010 for the 2010 year attributable to the services she will perform for Manpower in the calendar quarter of 2010 beginning on October 1, 2010. The restricted stock will vest on December 31, 2010. As required under the Terms and Conditions (Amended and Restated Effective January 1, 2008), the current restricted stock grant replaces 517 shares of the annual deferred stock grant that was previously reported on the Form 4 filed for the reporting person on August 4, 2010.
- (2) Represents the Closing Price on the New York Stock Exchange on September 30, 2010.
- (3) The shares of deferred stock would have vested on December 31, 2010 and would have been settled in shares of Manpower common stock on a 1 for 1 basis on the earlier of August 4, 2013 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions (Amended and Restated Effective January 1, 2008).
- (4) Represents the Closing Price on the New York Stock Exchange on August 2, 2010.

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.