

PRISING JONAS  
Form 4  
February 17, 2012

**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 \*  
PRISING JONAS

(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)  
02/15/2012

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)  
Exec VP US and Canadian Oper

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                    | 02/15/2012                           |  | A <sup>(1)</sup>               |   | 10,980  | A  | \$ 0 <sup>(1)</sup>                                   |
| Common Stock                    | 02/15/2012                           |  | F <sup>(2)</sup>               |   | 3,774   | D  | \$ 45.17 <sup>(3)</sup>                               |
| Common Stock                    | 02/15/2012                           |  | G <sup>(4)</sup>               |   | 7,206   | D  | \$ 0 <sup>(4)</sup>                                   |
| Common Stock                    |                                      |  |                                |   |   |  | 25,286  |

by revocable trust

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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)**

| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |
| Stock Option (Right to Buy) <sup>(5)</sup> | \$ 44.81 <sup>(6)</sup>                                | 02/15/2012                           |  | A                              | 16,812  | <sup>(7)</sup> 02/15/2022                                | Common Stock  | 16,812                     |
| Restricted Stock Units <sup>(8)</sup>      | \$ 0 <sup>(8)</sup>                                    | 02/15/2012                           |  | A                              | 4,910   | <sup>(8)</sup> <sup>(8)</sup>                            | Common Stock  | 4,910                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| PRISING JONAS<br>MANPOWER INC.<br>100 MANPOWER PLACE<br>MILWAUKEE, WI 53212 |               |           | Exec VP US and Canadian Oper |       |

## Signatures

/s/ Kenneth C. Hunt (pursuant to Power of Attorney previously filed) 02/17/2012

\_\_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) Shares acquired in settlement of performance share units (which were not derivative securities) received under the Manpower Inc. 2003 Equity Incentive Plan (the "2003 Plan"), exempt under Rule 16b-3.

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- (2) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 15, 2012 in settlement of performance share units.
- (3) Represents the opening stock price on the New York Stock Exchange on February 15, 2012.
- (4) Gift of shares to revocable trust.
- (5) Stock Option Grant under the 2011 Equity Incentive Plan of Manpower Inc.
- (6) Represents the closing price on the New York Stock Exchange on February 15, 2012, the date of grant.
- (7) Options will become exercisable as to 25% of the shares covered by the option on each of the first four anniversaries on the date of grant.
- (8) Award of restricted stock units under the 2011 Equity Incentive Plan of Manpower Inc. The restricted stock units will vest 100% on February 15, 2015 and will be settled in shares of ManpowerGroup 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.

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