

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

by revocable trust

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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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