

MANPOWER INC /WI/

Form 4

February 18, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VAN HANDEL MICHAEL J

(Last) (First) (Middle)

MANPOWER INC., 5301 N.
IRONWOOD ROAD

(Street)

MILWAUKEE, WI 53217

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MANPOWER INC /WI/ [MAN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Exec. VP, CFO and Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 <u>(1)</u>	02/16/2005		A		7,500	A	\$ 0 39,680
Common Stock <u>(2)</u>	02/16/2005		A		9,000	A	\$ 0 48,680

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

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SEC 1474
(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)	8. Amount or Number of Shares
Stock Option (Right to Buy) ⁽³⁾	\$ 44.37 ⁽⁴⁾	02/16/2005		A	50,000	⁽⁵⁾ 02/16/2015	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VAN HANDEL MICHAEL J
MANPOWER INC.
5301 N. IRONWOOD ROAD
MILWAUKEE, WI 53217

Exec. VP, CFO and Secretary

Signatures

/s/ Michael J. Van
Handel

02/18/2005

**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).

Grant of restricted stock under the 2003 Equity Incentive Plan of Manpower Inc. (the "2003 Plan"). The shares vest in full on 2/16/11. However, the restricted stock may vest in full on 2/16/08 if the Company's total shareholder return during the three-year period ending 2/16/08 (the "Measurement Period") exceeds the total shareholder return during the Measurement Period of the 60th percentile of a peer

(1) group selected by the Executive Compensation Committee. Total shareholder return is defined as the appreciation of the price of the Company's or peer group company's common stock, assuming the reinvestment of dividends. None of the restricted shares will vest on the third anniversary of the date of the award if the Company's total shareholder return during the Measurement Period is below the total shareholder return during the Measurement Period of the 60th percentile of the peer group.

(2) Grant of restricted stock under the 2003 Plan. The restricted stock vests in full on 2/16/2011.

(3) Stock option grant under the 2003 Plan.

(4) The exercise price of \$44.37 is the closing price on the New York Stock Exchange on February 15, 2005, the last trading day immediately preceding the date of grant.

(5) The option vests as to 50% of the shares covered by the option on 2/16/2007 and 50% of the shares covered by the option on 2/16/2009.

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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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