MANPOWER INC /WI/

Form 4 January 04, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per

**OMB APPROVAL** 

response...

Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

subject to

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 \* WALTER JOHN R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

MANPOWER INC /WI/ [MAN]

(Last)

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

X\_ Director Officer (give title

10% Owner Other (specify

MANPOWER INC., 5301 NORTH

(Street)

IRONWOOD ROAD

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

01/01/2006

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

below)

MILWAUKEE, WI 53217

(City) (State) (Zip)

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. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or

Reported Transaction(s)

(Instr. 3 and 4)

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

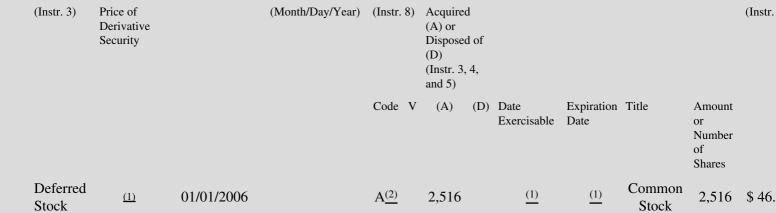
5. Number Transaction of Derivative Expiration Date Code Securities

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

7. Title and Amount of 8. Price **Underlying Securities** Deriva (Instr. 3 and 4)

Securi

### Edgar Filing: MANPOWER INC /WI/ - Form 4



## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

WALTER JOHN R
MANPOWER INC.
5301 NORTH IRONWOOD ROAD
MILWAUKEE, WI 53217

# **Signatures**

Michael J. Van Handel (pursuant to Power of Attorney previously filed) 01/04/2006

\*\*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).
- The shares of deferred stock will vest in quarterly installments on the last day of each calendar quarter during 2006 and will be settled in shares of Manpower common stock on a 1 for 1 basis on the earlier of January 1, 2009 or within 30 days after the reporting person's
- termination of service as a director, except as otherwise provided in the Terms and Conditions Regarding the Grant of Awards to Non-Employee Directors under the Plan (Amended and Restated Effective January 1, 2006) (the "Terms and Conditions").
- (2) Annual grant of deferred stock under the 2003 Equity Incentive Plan of Manpower Inc. (the "Plan") and the Terms and Conditions.
- (3) Represents the Market Price (as defined in the Plan) on the last trading day of 2005.

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.

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