

PRISING JONAS

Form 4

February 09, 2011

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

OMB
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(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)
02/08/2011

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 US and Canadian Oper

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	02/08/2011		M		6,300	A \$ 44.95	24,849.8464 D
Common Stock	02/08/2011		M		5,250	A \$ 45.57	30,099.8464 D
Common Stock	02/08/2011		S		4,600	D \$ 67	25,499.8464 D
Common Stock	02/08/2011		S		100	D \$ 67.0003	25,399.8464 D
Common Stock	02/08/2011		S		200	D \$ 67.005	25,199.8464 D

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Common Stock	02/08/2011	S	725	D	\$ 67.01	24,474.8464	D
Common Stock	02/08/2011	S	445	D	\$ 67.015	24,029.8464	D
Common Stock	02/08/2011	S	776	D	\$ 67.02	23,253.8464	D
Common Stock	02/08/2011	S	1,100	D	\$ 67.025	22,153.8464	D
Common Stock	02/08/2011	S	100	D	\$ 67.0296	22,053.8464	D
Common Stock	02/08/2011	S	804	D	\$ 67.03	21,249.8464	D
Common Stock	02/08/2011	S	100	D	\$ 67.0375	21,149.8464	D
Common Stock	02/08/2011	S	500	D	\$ 67.04	20,649.8464	D
Common Stock	02/08/2011	S	100	D	\$ 67.045	20,549.8464	D
Common Stock	02/08/2011	S	500	D	\$ 67.046	20,049.8464	D
Common Stock	02/08/2011	S	1,100	D	\$ 67.05	18,949.8464	D
Common Stock	02/08/2011	S	100	D	\$ 67.055	18,849.8464	D
Common Stock	02/08/2011	S	300	D	\$ 67.06	18,549.8464	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. F Der Sec (In
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 44.95	02/08/2011	M			6,300	<u>(1)</u>	02/24/2014	Common Stock	6,300
Stock Option (Right to Buy)	\$ 45.57	02/08/2011	M			5,250	<u>(2)</u>	02/16/2015	Common Stock	5,250

Reporting Owners

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

Signatures

Jonas Prising 02/09/2011
 _Signature of Date
 Reporting Person

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) 1,575 shares became exercisable on 2/24/05, 1,575 on 2/24/06, 1,575 on 2/24/07 and 1,575 on 2/24/08.
- (2) 1,312 became exercisable on 2/16/06, 1,313 on 2/16/07, 1,312 on 2/16/08 and 1,313 on 2/16/09.

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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