

BOUCHARD J THOMAS
Form 4
January 05, 2009

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 *
BOUCHARD J THOMAS

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
44 SOUTH STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2009

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

LITCHFIELD, CT 06759

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/01/2009 | | M | 2,604 A <u>(8)</u> | 15,104 | D | |
| Common Stock | | | | | 1,030 | I | By Spouse as Trustee of Family Trust |
| Common Stock | | | | | 13,000 | I | By GRAT |

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

SEC 1474 (9-02)

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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|-------|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Deferred Stock | (1) | 01/01/2009 | | A(2) | 2,942 | | (1) | (1) | Common Stock | 2,942 |
| Deferred Stock | (4) | 01/01/2009 | | A(5) | 5 | | (4) | (4) | Common Stock | 5 |
| Deferred Stock | (7) | 01/01/2009 | | A(5) | 40 | | (7) | (7) | Common Stock | 40 |
| Deferred Stock | (8) | 01/01/2009 | | M | | 2,604 | 01/01/2009 | 01/01/2009 | Common Stock | 2,604 |
| Deferred Stock | (9) | 01/01/2009 | | A(5) | 21 | | (9) | (9) | Common Stock | 21 |
| Deferred Stock | (10) | 01/01/2009 | | A(5) | 27 | | (10) | (10) | Common Stock | 27 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BOUCHARD J THOMAS 44 SOUTH STREET LITCHFIELD, CT 06759 | X | | | |

Signatures

Jeffrey A. Joerres (pursuant to Power of Attorney previously filed)

01/05/2009

**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) The shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2009 and will be settled in shares of Manpower common stock on a 1 for 1 basis on the earlier of January 1, 2012 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions (as defined below).

Annual grant of deferred stock under the 2003 Equity Incentive Plan of Manpower Inc. (the "Plan") and the Terms and Conditions
 - (2) Regarding the Grant of Awards to Non-Employee Directors under the Plan (Amended and Restated effective January 1, 2008) (the "Terms and Conditions").
 - (3) Represents the Market Price (as defined in the Plan) on the last trading day of 2008.
 - (4) The shares of deferred stock are fully vested on the date of grant and will be settled in shares of Manpower common stock on a 1 for 1 basis within 30 days after the reporting person's termination of service as a director.
 - (5) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.
 - (6) Represents the Average Trading Price (as defined in the Terms and Conditions).

The shares of deferred stock are fully vested on the date of grant and will be settled in shares of Manpower common stock on a 1 for 1
 - (7) 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.
 - (8) Settlement of shares of deferred stock in shares of Manpower common stock on a 1 for 1 basis.

The shares of deferred stock are fully vested on the date of grant and will be settled in shares of Manpower common stock on a 1 for 1
 - (9) basis as of the earlier of January 1, 2010 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
 - (10) The shares of deferred stock are fully vested on the date of grant and will be settled in shares of Manpower common stock on a 1 for 1 basis on the earlier of January 1, 2011 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

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.