

SWAN MARA E
Form 3/A
January 20, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SWAN MARA E | | (Month/Day/Year) | MANPOWER INC /WI/ [MAN] | |
| (Last) | (First) | 12/17/2008 | | |
| 100 MANPOWER PLACE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 12/29/2008 |
| MILWAUKEE,Â WIÂ 53212 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Executive Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 15,500 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Title | Amount or Number of | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|------------------|------------|--------------|--------|----------|-------------------|---|
| Stock Option (Right to Buy) ⁽²⁾ | Â ⁽³⁾ | 10/24/2015 | Common Stock | 50,000 | \$ 43.9 | D | Â |
| Stock Option (Right to Buy) ⁽²⁾ | Â ⁽⁴⁾ | 02/14/2016 | Common Stock | 22,071 | \$ 52.78 | D | Â |
| Stock Option (Right to Buy) ⁽²⁾ | Â ⁽⁵⁾ | 02/14/2017 | Common Stock | 12,000 | \$ 76.3 | D | Â |
| Stock Option (Right to Buy) ⁽²⁾ | Â ⁽⁶⁾ | 02/20/2018 | Common Stock | 18,000 | \$ 56.64 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SWAN MARA E 100 MANPOWER PLACE MILWAUKEE, WI 53212 | Â | Â | Â Executive Vice President | Â |

Signatures

Kenneth C. Hunt (pursuant to Power of Attorney previously filed) 01/20/2009

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Restricted Stock under the 2003 Equity Incentive Plan of Manpower Inc. (the "2003 Plan"). 5,000 shares become exercisable on 2/14/2009; 6,000 shares become exercisable on 2/14/2010; and 4,500 shares become exercisable on 2/20/2011.
- (2) Stock Option grant under the 2003 Plan.
- (3) 35,000 shares are currently exercisable and the remaining 15,000 shares become exercisable on 10/24/2009.
- (4) 11,035 shares are currently exercisable; 5,518 become exercisable on 2/14/2009; and 5,518 become exercisable on 2/14/2010.
- (5) 3,000 shares are currently exercisable, 3,000 become exercisable on 2/14/2009; 3,000 become exercisable on 2/14/2010; and 3,000 become exercisable on 2/14/2011.
- (6) 4,500 become exercisable on 2/20/2009; 4,500 become exercisable on 2/20/2010; 4,500 become exercisable on 2/20/2011; and 4,500 become exercisable on 2/20/2012.

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.