#### MENDOZA ROBERTO G

Form 4

January 04, 2012

### 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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* MENDOZA ROBERTO G

(Middle)

(First)

MANPOWER INC., 100 MANPOWER PLACE

MILWAUKEE, WI 53212

(Street)

(Zip)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

MANPOWER INC /WI/ [MAN]

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

01/01/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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 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. Pri Underlying Securities (Instr. 3 and 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

Expires:

response...

(Check all applicable)

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

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

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

(9-02)

Indirect

(D) or Indirect Beneficial

X\_ Director

Applicable Line)

below)

5. Amount of

Securities

Owned

Beneficially

Officer (give title

Estimated average

burden hours per

1

Deriv

Secui

### Edgar Filing: MENDOZA ROBERTO G - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Dispose (D) (Instr. 3 and 5)	d of				(Instr
				Code	V (A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock	<u>(1)</u>	01/01/2012		A(2)	2,937	<u>(1)</u>	<u>(1)</u>	Common Stock	2,937	\$ 3: <u>(</u>
Deferred Stock	<u>(4)</u>	01/01/2012		A(5)	29	<u>(4)</u>	<u>(4)</u>	Common Stock	29	\$ 40 <u>(</u>
Deferred Stock	<u>(7)</u>	01/01/2012		A(5)	32	<u>(7)</u>	<u>(7)</u>	Common Stock	32	\$ 40
Deferred Stock	<u>(8)</u>	01/01/2012		A(5)	29	(8)	(8)	Common Stock	29	\$ 40
Deferred Stock	<u>(7)</u>	01/01/2012		A(5)	15	<u>(7)</u>	<u>(7)</u>	Common Stock	15	\$ 40
Deferred Stock	<u>(9)</u>	01/01/2012		A(10)	1,573	<u>(9)</u>	<u>(9)</u>	Common Stock	1,573	\$ 40 <u>(</u>

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>F</b>	Director	10% Owner	Officer	Other		
MENDOZA ROBERTO G MANPOWER INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	X					

# **Signatures**

/s/ Kenneth C. Hunt (pursuant to Power of Attorney previously filed) 01/04/2012

\*\*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 vest in quarterly installments on the last day of each calendar quarter during 2012 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2015 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 2011 Equity Incentive Plan of Manpower Inc. and the Terms and Conditions Regarding the Grant of Awards to Non-Employee Directors under the Plan (Amended and Restated effective February 16, 2011) (the "Terms and Conditions").

Reporting Owners 2

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- (3) Represents the Market Price (as defined in the Plan) on the last trading day of 2011.
- 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
- (4) basis on the earlier of January 1, 2014 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).
- (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 basis on the earlier of January 1, 2018 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided 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 basis on the earlier of April 28, 2017 or within 30 days after the reporting person's termination of service as a director, except as provided 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 ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2015 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) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of 100% of the Retainer (as defined in the Terms and Conditions) for 2011.

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.