SWAN MARA E Form 4 February 17, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

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 ** SWAN MARA E (Last) (First) (Middle)		ng Person *	2. Issuer Name and Ticker or Trading Symbol MANPOWER INC /WI/ [MAN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
		(Middle)	3. Date of Earliest Transaction			
MANPOWER MANPOWER			(Month/Day/Year) 02/15/2012	Director 10% OwnerX Officer (give title Other (specify below) EVP		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MILWAUKER	E, WI 53212	2	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	02/15/2012		A(1)	9,150	A	\$ 0 (1)	15,704	D	
Common Stock	02/15/2012		F(2)	4,085	D	\$ 45.17 (3)	11,619	D	

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

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	Date	7. Title and L Underlying S (Instr. 3 and	Securities
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (4)	\$ 44.81 (<u>5)</u>	02/15/2012		A	13,755	<u>(6)</u>	02/15/2022	Common Stock	13,755
Restricted Stock Units (7)	\$ 0 <u>(7)</u>	02/15/2012		A	4,017	<u>(7)</u>	<u>(7)</u>	Common Stock	4,017

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SWAN MARA E							
MANPOWER INC.			EVD				

100 MANPOWER PLACE MILWAUKEE, WI 53212

Signatures

/s/ Kenneth C. Hunt (pursuant to Power of Attorney previously filed) 02/17/2012

**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).
- (1) Shares acquired in settlement of performance share units (which were not derivative securities) received under the Manpower Inc. 2003 Equity Incentive Plan (the "2003 Plan"), exempt under Rule 16b-3.
- (2) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 15, 2012 in settlement of performance share units.
- (3) Represents the opening stock price on the New York Stock Exchange on February 15, 2012.
- (4) Stock Option Grant under the 2011 Equity Incentive Plan of Manpower Inc.
- (5) Represents the closing price on the New York Stock Exchange on February 15, 2012, the date of grant.
- (6) Options will become exercisable as to 25% of the shares covered by the option on each of the first four anniversaries on the date of grant.

Reporting Owners 2

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(7) Award of restricted stock units under the 2011 Equity Incentive Plan of Manpower Inc. The restricted stock units will vest 100% on February 15, 2015 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.

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.