VAN HANDEL MICHAEL J

Form 4

February 19, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0

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OMB APPROVAL

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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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Addr VAN HANDE	^	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	MANPOWER INC /WI/ [MAN] 3. Date of Earliest Transaction	(Check all applicable)		
MANPOWER MANPOWER			(Month/Day/Year) 02/17/2009	Director 10% Owner _X Officer (give title Other (specify below) EVP and CFO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
MILWAUKEE	E, WI 53212	<u></u>		Form filed by More than One Reporting Person		

(City)	(State) (Table Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	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	02/17/2009		A <u>(1)</u>	29,750	A	\$ 0 (1)	86,864	D	
Common Stock	02/17/2009		F(2)	9,687	D	\$ 32.27 (3)	77,177	D	

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

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SEC 1474

(9-02)

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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 orderivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	ate	7. Title and A 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)	\$ 30.96 (5)	02/17/2009		A	80,000	<u>(6)</u>	02/17/2019	Common Stock	80,000
Restricted Stock Units (7)	(7)	02/17/2009		A	20,000	<u>(7)</u>	<u>(7)</u>	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		

VAN HANDEL MICHAEL J MANPOWER INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212

EVP and CFO

Signatures

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

02/19/2009

**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) 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 17, 2009 in settlement of performance share units.
- (3) \$32.27 is the closing price on the New York Stock Exchange on February 13, 2009.
- (4) Stock option grant under the Manpower 2003 Equity Incentive Plan.
- (5) \$30.96 is the closing price on the New York Stock Exchange on February 17, 2009, the date of grant.

(6)

Reporting Owners 2

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Options will become exercisable as to 25% of the shares covered by the option on each of the first four anniversaries of the date of the grant.

(7) Award of restricted stock units under the 2003 Plan. The restricted stock units will vest one-third on each of the first three anniversaries of the date of grant and will be settled in shares of Manpower 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.