

MANPOWER INC /WI/
Form 3
January 05, 2006

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *

Â PRISING JONAS
(Last) (First) (Middle)

MANPOWER INC.,Â 5301
NORTH IRONWOOD ROAD

(Street)

MILWAUKEE,Â WIÂ 53217

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/03/2006

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
Exec VP US and Canadian Oper.

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 5)

Restricted Stock Units	Â (1)	Â (1)	Common Stock	5,000	\$ 0	D	Â
Stock Option (Right to Buy)	10/20/2004	10/20/2010	Common Stock	1,000	\$ 29.56	D	Â
Stock Option (Right to Buy)	Â (2)	02/19/2012	Common Stock	3,500	\$ 33.96	D	Â
Stock Option (Right to Buy)	Â (3)	02/18/2013	Common Stock	3,500	\$ 31.16	D	Â
Stock Option (Right to Buy)	Â (4)	02/24/2014	Common Stock	6,300	\$ 44.95	D	Â
Stock Option (Right to Buy)	Â (5)	02/16/2015	Common Stock	5,250	\$ 45.57	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRISING JONAS MANPOWER INC. 5301 NORTH IRONWOOD ROAD MILWAUKEE, WI 53217	Â	Â	Â Exec VP US and Canadian Oper.	Â

Signatures

Jonas Prising 01/04/2006

**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) The restricted stock units will vest in 50% on 2/16/2008 and 50% on 2/16/2010.
- (2) The option is exercisable as to 2,625 shares and will become exercisable as to the remaining 875 shares on 2/19/06.
- (3) The option is exercisable as to 1,750 shares and will become exercisable as to an additional 875 shares on each of 2/18/06 and 2/18/07.
- (4) The option is exercisable as to 1,575 shares and will become exercisable as to an additional 1,575 shares on each of 2/24/06, 2/24/07 and 2/24/08.
- (5) The option will become exercisable as to 1,312 shares on 2/16/06, 1,313 shares on 2/16/07, 1,312 shares on 2/16/08 and 1,313 shares on 2/16/09.

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.