

MANPOWER INC /WI/

Form 4

February 16, 2006

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JOERRES JEFFREY A**

(Last) (First) (Middle)

**MANPOWER INC., 5301 N.  
IRONWOOD ROAD**

(Street)

**MILWAUKEE, WI 53217**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/14/2006**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chairman, CEO and President

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

**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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        |                       | 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|-----------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price      |                                                                                               |                                                          |                                                       |
| Common Stock <u>(1)</u>         | 02/14/2006                           |                                                    | A                              |                                                                   | 35,000 | D \$ 52.78 <u>(2)</u> | 198,558.3138                                                                                  | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                       | 300                                                                                           | I                                                        | By trust in Wife's name                               |

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| Stock Option (Right to Buy) <sup>(3)</sup> | \$ 52.78 <sup>(2)</sup>                                | 02/14/2006                           |                                                    | A                              | 130,000                                                                                 | <sup>(4)</sup> 02/14/2016                                | Common Stock 130,000                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships                    |
|------------------------------------------------------------------------------------|----------------------------------|
|                                                                                    | Director 10% Owner Officer Other |
| JOERRES JEFFREY A<br>MANPOWER INC.<br>5301 N. IRONWOOD ROAD<br>MILWAUKEE, WI 53217 | X Chairman, CEO and President    |

## Signatures

/s/ Jeffrey A. Joerres 02/16/2006

\_\_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) Grant of restricted stock under the Manpower 2003 Equity Incentive Plan ("the 2003 Plan"). The restricted stock vests on 2/14/2012.
- (2) \$52.78 is the closing price on the New York Stock Exchange on February 13, 2006, the last trading day immediately preceding the date of grant.
- (3) Stock option grant under the 2003 Plan.
- (4) 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 grant.

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.