MANPOWER INC /WI/ Form 4

August 04, 2010

## 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

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)

1(b).

1. Name and Address of Reporting Person \* Sartain Elizabeth P

(First) (Middle) (Last)

MANPOWER INC., 100 MANPOWER PLACE

(Street)

2. Issuer Name and Ticker or Trading

Symbol

MANPOWER INC /WI/ [MAN] 3. Date of Earliest Transaction

(Month/Day/Year) 08/03/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

MILWAUKEE, WI 53212

Security

(Instr. 3)

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A) or

5. Amount of Securities Beneficially Owned Following

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

Issuer

below)

X\_ Director

Applicable Line)

Officer (give title

Reported Transaction(s)

(Instr. 3 and 4)

(I)

Form: Direct Indirect (D) or Indirect Beneficial Ownership

7. Nature of

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

(Check all applicable)

Estimated average

burden hours per

(Instr. 4) (Instr. 4)

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)

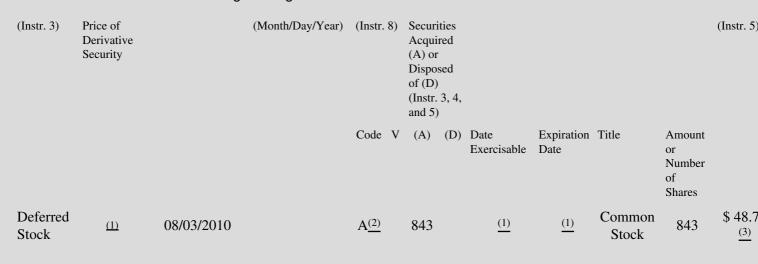
1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any Code

5. Number 6. Date Exercisable and Transactionof **Expiration Date** Derivative (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Derivativ Security

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### **Reporting Owners**

Reporting Owner Name / Address	Relationships			
1 0	Director	10% Owner	Officer	Other
Sartain Elizabeth P				
MANPOWER INC.	X			
100 MANPOWER PLACE	Λ			
MILWAUKEE, WI 53212				

### **Signatures**

/s/ Kenneth C. Hunt (pursuant to Power of Attorney filed herewith) 08/03/2010

\*\*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 2010 and will be settled in (1) shares of Manpower common stock on a 1 for 1 basis on the earlier of August 3, 2013 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).
  - Grant of deferred stock under the 2003 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 January 1, 2008) (the Terms and Conditions"). As
- (2) permitted under the Terms and Conditions, Ms. Sartain elected to receive the prorated annual grant in restricted stock. This election will be effective October 1, 2010, at which Ms. Sartain will receive a number of shares of restricted stock equal to the number of unvested shares of deferred stock then held by her, and such unvested shares of deferred stock will be forfeited.
- (3) Represents the Closing Price of Manpower Inc. common stock on the New York Stock Exchange on August 2, 2010.

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.

Reporting Owners 2