

VAN HANDEL MICHAEL J  
Form 4  
February 12, 2007

**FORM 4**

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

OMB APPROVAL

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**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. Name and Address of Reporting Person \*  
VAN HANDEL MICHAEL J

(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)  
02/09/2007

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)  
Exec. VP, CFO and Secretary

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                    | 02/09/2007                           |  | M                              |   | 15,000  | A  | \$ 34.5   |
| Common Stock                    | 02/09/2007                           |  | M                              |   | 15,500  | A  | \$ 33.6875  |
| Common Stock                    | 02/09/2007                           |  | M                              |   | 15,950  | A  | \$ 31.78  |
| Common Stock                    | 02/09/2007                           |  | S                              |   | 200   | D  | \$ 75.32  |
| Common Stock                    | 02/09/2007                           |  | S                              |   | 400   | D  | \$ 75.31  |

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|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 02/09/2007 | S | 600   | D | \$ 75.29 | 96,400 | D |
| Common Stock | 02/09/2007 | S | 1,300 | D | \$ 75.28 | 95,100 | D |
| Common Stock | 02/09/2007 | S | 1,400 | D | \$ 75.27 | 93,700 | D |
| Common Stock | 02/09/2007 | S | 200   | D | \$ 75.25 | 93,500 | D |
| Common Stock | 02/09/2007 | S | 100   | D | \$ 75.24 | 93,400 | D |
| Common Stock | 02/09/2007 | S | 200   | D | \$ 75.23 | 93,200 | D |
| Common Stock | 02/09/2007 | S | 200   | D | \$ 75.2  | 93,000 | D |
| Common Stock | 02/09/2007 | S | 400   | D | \$ 75.19 | 92,600 | D |
| Common Stock | 02/09/2007 | S | 200   | D | \$ 75.18 | 92,400 | D |
| Common Stock | 02/09/2007 | S | 300   | D | \$ 75.17 | 92,100 | D |
| Common Stock | 02/09/2007 | S | 200   | D | \$ 75.16 | 91,900 | D |
| Common Stock | 02/09/2007 | S | 400   | D | \$ 75.11 | 91,500 | D |
| Common Stock | 02/09/2007 | S | 200   | D | \$ 75.1  | 91,300 | D |
| Common Stock | 02/09/2007 | S | 200   | D | \$ 75.07 | 91,100 | D |
| Common Stock | 02/09/2007 | S | 100   | D | \$ 75.06 | 91,000 | D |
| Common Stock | 02/09/2007 | S | 100   | D | \$ 75.05 | 90,900 | D |
| Common Stock | 02/09/2007 | S | 300   | D | \$ 74.99 | 90,600 | D |
| Common Stock | 02/09/2007 | S | 100   | D | \$ 74.97 | 90,500 | D |
| Common Stock | 02/09/2007 | S | 700   | D | \$ 74.96 | 89,800 | D |
| Common Stock | 02/09/2007 | S | 600   | D | \$ 74.95 | 89,200 | D |
|              | 02/09/2007 | S | 1,000 | D | \$ 74.94 | 88,200 | D |

|              |            |  |   |       |   |          |          |
|--------------|------------|--|---|-------|---|----------|----------|
| Common Stock |            |  |   |       |   |          |          |
| Common Stock | 02/09/2007 |  | S | 1,000 | D | \$ 74.92 | 87,200 D |
| Common Stock | 02/09/2007 |  | S | 450   | D | \$ 74.91 | 86,750 D |
| Common Stock | 02/09/2007 |  | S | 1,797 | D | \$ 74.9  | 84,953 D |

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

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(9-02)

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option (Right to Buy)                | \$ 34.5  | 02/09/2007                           |  | M                              | 15,000  | 11/08/2002 11/08/2009                                    | Common Stock 15,000   |
| Stock Option (Right to Buy)                | \$ 33.6875   | 02/09/2007                           |  | M                              | 15,500  | (1) 02/14/2010   | Common Stock 15,500   |
| Stock Option (Right to Buy)                | \$ 31.78   | 02/09/2007                           |  | M                              | 15,950  | (2) 03/12/2011   | Common Stock 15,950   |

## Reporting Owners

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

VAN HANDEL MICHAEL J  
MANPOWER INC.  
5301 N. IRONWOOD ROAD  
MILWAUKEE, WI 53217

Exec. VP, CFO and Secretary

## Signatures

Michael J.  
VanHandel

02/12/2007

\*\*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) The options vested 25% on 2/14/01, 25% on 2/14/02, 25% on 2/14/03 and 25% on 2/14/04.
- (2) The options vested 25% on 3/12/02, 25% on 3/12/03, 25% on 3/12/04 and 25% on 3/12/05.

### Remarks:

Form 1 of 2

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