

MANPOWER INC /WI/

Form 4

February 18, 2005

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
Expires: January 31,
2005
Estimated average
burden hours per
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)
02/16/2005

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 (Instr. 3, 4 and 5) (A) or (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 ⁽¹⁾	02/16/2005		A	22,500	A \$ 0	117,247.5844	D
Common Stock ⁽²⁾	02/16/2005		A	45,000	A \$ 0	162,247.5844	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.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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) ⁽³⁾	\$ 44.37 ⁽⁴⁾	02/16/2005		A	150,000	⁽⁵⁾ 02/16/2015	Common Stock 150,000

Reporting Owners

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

Signatures

/s/ Michael J. Van Handel (pursuant to Power of Attorney filed herewith)

02/18/2005

__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).

Grant of restricted stock under the 2003 Equity Incentive Plan of Manpower Inc. (the "2003 Plan"). The shares vest in full on 2/16/11. However, the restricted stock may vest in full on 2/16/08 if the Company's total shareholder return during the three-year period ending 2/16/08 (the "Measurement Period") exceeds the total shareholder return during the Measurement Period of the 60th percentile of a peer

- (1) group selected by the Executive Compensation Committee. Total shareholder return is defined as the appreciation of the price of the Company's or peer group company's common stock, assuming the reinvestment of dividends. None of the restricted shares will vest on the third anniversary of the date of the award if the Company's total shareholder return during the Measurement Period is below the total shareholder return during the Measurement Period of the 60th percentile of the peer group.
- (2) Grant of restricted stock under the 2003 Plan. The restricted stock vests in full on 2/16/2011.
- (3) Stock option grant under the 2003 Plan.
- (4) The exercise price of \$44.37 is the closing price on the New York Stock Exchange on February 15, 2005, the last trading day immediately preceding the date of grant.

Edgar Filing: MANPOWER INC /WI/ - Form 4

(5) The option vests as to 50% of the shares covered by the option on 2/16/2007 and 50% of the shares covered by the option on 2/16/2009.

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.