

SULLIVAN OWEN J
Form 4
February 18, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SULLIVAN OWEN J

(Last) (First) (Middle)
100 MANPOWER PLACE
(Street)

MILWAUKEE, WI 53212

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP Manpower CEO Right Mgmt.

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/17/2011 | | M | | 3,090 | A | \$ 5,567.0394 |
| Common Stock | 02/17/2011 | | F ⁽²⁾ | | 1,086 | D | \$ 66.93 |

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

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(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 67.12 ⁽⁵⁾ | 02/16/2011 | | A | 9,934 | ⁽⁶⁾ 02/16/2021 | Common Stock | 9,934 |
| Restricted Stock Units ⁽⁷⁾ | \$ 0 ⁽⁷⁾ | 02/16/2011 | | A | 2,980 | ⁽⁷⁾ ⁽⁷⁾ | Common Stock | 2,980 |
| Restricted Stock Units ⁽⁸⁾ | \$ 0 ⁽⁸⁾ | 02/16/2011 | | A | 14,899 | ⁽⁸⁾ ⁽⁸⁾ | Common Stock | 14,899 |
| Restricted Stock Units | ⁽¹⁾ | 02/17/2011 | | M | 3,090 | 02/17/2011 02/17/2011 | Common Stock | 3,090 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SULLIVAN OWEN J 100 MANPOWER PLACE MILWAUKEE, WI 53212 | | | EVP Manpower CEO Right Mgmt. | |

Signatures

/s/ Kenneth C. Hunt (pursuant to Power of Attorney previously filed) 02/18/2011

**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) These restricted stock units were settled in shares of Manpower common stock on a 1 for 1 basis upon vesting.
- (2) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 17, 2011 in settlement of restricted stock units.
- (3) Represents the opening price on the New York Stock Exchange on February 17, 2011.

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- (4) Stock Option grant under the Manpower 2003 Equity Incentive Plan.
- (5) Represents the closing price on the New York Stock Exchange on February 16, 2011, the date of grant.
- (6) 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.
- (7) Award of restricted stock units under the Manpower Inc. 2003 Equity Incentive Plan. The restricted stock units will vest 100% on February 17, 2014 and will be settled in shares of Manpower common stock on a 1 for 1 basis upon vesting.
- (8) Award of restricted stock units under the 2003 Plan. The restricted stock units will vest 100% on February 16, 2016 and will be settled in shares of Manpower common stock on a 1 for 1 basis upon vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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