

MANPOWER INC /WI/

Form 4

January 04, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALTER JOHN R

(Last) (First) (Middle)

**MANPOWER INC., 5301 NORTH
 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)
01/01/2007

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)

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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Deferred Stock	<u>(1)</u>	01/01/2007	A <u>(2)</u>		23.0164		<u>(1)</u>	<u>(1)</u>	Common Stock	23.0164	\$	
Deferred Stock	<u>(4)</u>	01/01/2007	A <u>(5)</u>		1,335		<u>(4)</u>	<u>(4)</u>	Common Stock	1,335	\$	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WALTER JOHN R MANPOWER INC. 5301 NORTH IRONWOOD ROAD MILWAUKEE, WI 53217	X

Signatures

Michael J. Van Handel (pursuant to Power of Attorney previously filed) 01/03/2007

__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 shares of deferred stock are fully vested on the date of grant and will be settled in shares of Manpower common stock on a 1 for 1 basis on the earlier of January 1, 2009 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions Regarding the Grant of Awards to Non-Employee Directors under the Plan (Amended and Restated Effective January 1, 2006) (the "Terms and Conditions").

(2) Receipt of deferred stock under the 2003 Equity Incentive Plan of Manpower Inc. (the "Plan") and the Terms and Conditions in lieu of dividends.

(3) Represents the Average Trading Price (as defined in the Terms and Conditions).

(4) The shares of deferred stock will vest in quarterly installments on the last day of each calendar quarter during 2007 and will be settled in shares of Manpower common stock on a 1 for 1 basis on the earlier of January 1, 2010 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions (Amended and Restated Effective January 1, 2006).

(5) Annual grant of deferred stock under the Plan and the Terms and Conditions (Amended and Restated Effective January 1, 2006).

(6) Represents the Market Price (as defined in the Plan) on the last trading day of 2006.

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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