**PRISING JONAS** Form 4 February 18, 2010

## 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, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

(Ctata)

(7:m)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **PRISING JONAS** Issuer Symbol MANPOWER INC /WI/ [MAN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify MANPOWER INC., 100 02/16/2010 below) MANPOWER PLACE Exec VP US and Canadian Oper (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting MILWAUKEE, WI 53212 Person

| (City)                               | (State)                                 | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |        |                  |                    |  |  |   |
|--------------------------------------|---|--|---|--------|------------------|--------------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                      | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) |        |                  | d of (D)           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common                               |   |  | Code V  | Amount | (A)<br>or<br>(D) | Price              | Transaction(s) (Instr. 3 and 4)  | (IIISU: +)   |   |
| Stock                                | 02/16/2010                              |  | M   | 2,655  | A                | <u>(1)</u>         | 17,515.8346  | D  |   |
| Common<br>Stock                      | 02/16/2010                              |  | F(2)  | 970    | D                | \$<br>52.34<br>(3) | 16,545.8346  | D  |   |
| Common<br>Stock                      | 02/17/2010                              |  | M   | 3,046  | A                | <u>(1)</u>         | 19,591.8346  | D  |   |
| Common<br>Stock                      | 02/17/2010                              |  | F(4)  | 1,042  | D                | \$ 52.91 (5)       | 18,549.8346  | D  |   |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. 5. Number Transaction Derivative Code Securities (Instr. 8) 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<br>Underlying Securities<br>(Instr. 3 and 4) |  |
|---|---|---|---|---|--------|--|--------------------|---|--|
|   |   |   |   | Code V (A   | A) (D) | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>  | 02/16/2010                              |   | M   | 2,655  | 02/16/2010   | 02/16/2010         | Common<br>Stock   | 2,655                                  |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>  | 02/17/2010                              |   | M   | 3,046  | 02/16/2010   | 02/16/2010         | Common<br>Stock   | 3,046                                  |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PRISING JONAS MANPOWER INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212

Exec VP US and Canadian Oper

## **Signatures**

Jonas Prising 02/18/2010

\*\*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).
- (1) These restricted stock units were settled in shares of Manpower common stock on a 1 for 1 basis upon vesting.

**(2)** 

Reporting Owners 2

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Stock withheld by Issuer to satsify tax withholding obligations on shares acquired on February 16, 2010 in settlement of restricted stock units.

- (3) \$52.34 is the opening price on the New York Stock Exchange on February 16, 2010.
- (4) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 17, 2010 in settlement of restricted stock units.
- (5) \$52.91 is the opening price on the New York Stock Exchange on February 17, 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.