

MANPOWER INC /WI/
Form 4
January 04, 2006

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 *
WILLIE DAVIS

(Last) (First) (Middle)

161 N. LABREA AVENUE

(Street)

ENGLEWOOD, CA 90301

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2005

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)

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 Ownership 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (Instr. 3) | 2. Conversion or Exercise Price of | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | Code | V | Disposed of (D) (Instr. 3, 4, and 5) | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------|------------|---|---|------------------|------------------------|------------------|-----------------|--------------|----------------------------|
| | | | (A) | (D) | | | | | |
| Deferred Stock | <u>(1)</u> | | 12/30/2005 | A ⁽²⁾ | 116.4437 <u>(3)</u> | <u>(1)</u> | <u>(1)</u> | Common Stock | 116.4437 |
| Deferred Stock | <u>(5)</u> | | 01/01/2006 | A ⁽⁶⁾ | 2,516 | <u>(5)</u> | <u>(5)</u> | Common Stock | 2,516 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIE DAVIS 161 N. LABREA AVENUE ENGLEWOOD, CA 90301 | | | X | |

Signatures

Michael J. VanHandel (pursuant to Power of Attorney previously filed) 01/04/2006

**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 within 30 days after the reporting person's termination of service as a director.
Receipt of deferred stock under the 2003 Equity Incentive Plan of Manpower Inc. (the "Plan") and the Terms and Conditions Regarding
- (2) the Grant of Awards to Non-Employee Directors under the Plan (the "Terms and Conditions") in lieu of 50% of the Retainer (as defined in the Terms and Conditions) and dividends.
- (3) Represents 114.8172 shares of deferred stock in lieu of 50% of the Retainer plus 1.6265 shares of deferred stock in lieu of dividends.
- (4) Represents the Average Trading Price (as defined in the Terms and Conditions).
- (5) The shares of deferred stock will vest in quarterly installments on the last day of each calendar quarter during 2006 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 (Amended and Restated Effective January 1, 2006).
- (6) Annual grant of deferred stock under the Plan and the Terms and Conditions (Amended and Restated Effective January 1, 2006).
- (7) Represents the Market Price (as defined in the Plan) on the last trading day of 2005.

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.