

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SWAN MARA E</u> (Last) (First) (Middle) <u>100 MANPOWER PLACE</u> (Street) <u>MILWAUKEE WI 53212</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/17/2008</u>	3. Issuer Name and Ticker or Trading Symbol <u>MANPOWER INC /WI/ [MAN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock⁽¹⁾</u>	<u>15,500</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (Right to Buy)⁽²⁾</u>	<u>(3)</u>	<u>10/24/2015</u>	<u>Common Stock</u>	<u>50,000</u>	<u>0</u>	<u>D</u>	
<u>Stock Option (Right to Buy)⁽²⁾</u>	<u>(4)</u>	<u>02/14/2016</u>	<u>Common Stock</u>	<u>22,071</u>	<u>0</u>	<u>D</u>	
<u>Stock Option (Right to Buy)⁽²⁾</u>	<u>(5)</u>	<u>02/14/2017</u>	<u>Common Stock</u>	<u>12,000</u>	<u>0</u>	<u>D</u>	
<u>Stock Option (Right to Buy)⁽²⁾</u>	<u>(6)</u>	<u>02/20/2018</u>	<u>Common Stock</u>	<u>18,000</u>	<u>0</u>	<u>D</u>	

Explanation of Responses:

1. Restricted Stock under the 2003 Equity Incentive Plan of Manpower Inc. (the "2003 Plan"). 5,000 shares become exercisable on 2/14/2009; 6,000 shares become exercisable on 2/14/2010; and 4,500 shares become exercisable on 2/20/2011.
2. Stock Option grant under the 2003 Plan.
3. 35,000 shares are currently exercisable and the remaining 15,000 shares become exercisable on 10/24/2009.
4. 11,035 shares are currently exercisable; 5,518 become exercisable on 2/14/2009; and 5,518 become exercisable on 2/14/2010.
5. 3,000 shares are currently exercisable, 3,000 become exercisable on 2/14/2009; 3,000 become exercisable on 2/14/2010; and 3,000 become exercisable on 2/14/2011.
6. 4,500 become exercisable on 2/20/2009; 4,500 become exercisable on 2/20/2010; 4,500 become exercisable on 2/20/2011; and 4,500 become exercisable on 2/20/2012.

Remarks:

Kenneth C. Hunt (pursuant to
Power of Attorney filed 12/29/2008
herewith)

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

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 Number.

POWER OF ATTORNEY
For Executing Forms 3, 4 and 5 and 144

Know all by these present, that the undersigned constitutes and appoints each of Jeffrey A. Joerres, Michael J. Van Handel and Kenneth C. Hunt, signing singly, her true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) execute for and on behalf of the undersigned notices on Form 144 in accordance with Rule 144 under the Securities Act of 1933;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Forms 3, 4 or 5 or Form 144 and the timely filing of such forms with the United States Securities and Exchange Commission, any stock exchange or other authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to the Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes, as the undersigned might or could do if personally present, with full power of substitution or revocations and hereby ratifies and confirms all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 and the rules thereunder or Rule 144 under the Securities Act of 1933. This Power of Attorney shall be a durable power of attorney and shall not be affected by subsequent disability or incapacity of the undersigned.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18th day of December, 2008.

/s/ Mara Swan
Mara Swan