

Prospectus Supplement No. 2 Dated December 26, 2001
 (to Prospectus dated December 7, 2001)

\$435,367,000

Manpower Inc.
Zero Coupon Convertible Debentures Due August 17, 2021
and
The Common Stock Issuable Upon Conversion Thereof

Our prospectus dated December 7, 2001, as supplemented on December 14, 2001, relating to the offer for resale by certain of our securityholders of up to \$435,367,000 aggregate principal amount due at maturity of zero coupon convertible debentures due August 17, 2021 of Manpower Inc., and the shares of our common stock issuable upon conversion of the debentures, is hereby supplemented to include the following information in the "Selling Securityholders" section on pages 38-44 of the prospectus.

ADDITIONAL SELLING SECURITYHOLDERS

The following represents additional selling securityholders for the table appearing in the "Selling Securityholders" section of the prospectus.

<u>Name and Address (7)</u>	<u>Principal Amount at Maturity of Debentures Beneficially Owned that May Be Sold</u>	<u>Percentage of Debentures Outstanding</u>	<u>Number of Shares of Common Stock That May Be Sold (1)</u>	<u>Percentage of Common Stock Outstanding (2)</u>
KBC Financial Products USA Inc. 140 East 45th Street 2 Grand Central Tower, 42 nd Floor New York, NY 10017	\$ 2,500,000	*	34,889	*

SELLING SECURITYHOLDERS

The following represents updated information regarding the selling securityholders listed in the table in the "Selling Securityholders" section of the prospectus.

<u>Name and Address (7)</u>	<u>Principal Amount at Maturity of Debentures Beneficially Owned that May Be Sold</u>	<u>Percentage of Debentures Outstanding</u>	<u>Number of Shares of Common Stock That May Be Sold (1)</u>	<u>Percentage of Common Stock Outstanding (2)</u>
Any other holder of notes or future transferee, pledgee, donee or successor of any holder (3)(4)	\$ 73,300,000	16.8%	1,022,967	1.3%

*Less than 1%.