

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL | |
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|--|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* BOUCHARD J THOMAS | | | 2. Issuer Name and Ticker or Trading Symbol MANPOWER INC /WI/ [MAN] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/01/2009 | | | 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 | | |
| 44 SOUTH STREET | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) LITCHFIELD CT 06759 | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/01/2009 | | M | | 2,604 | A | (8) | 15,104 | D | |
| Common Stock | | | | | | | | 1,030 | I | By Spouse as Trustee of Family Trust |
| Common Stock | | | | | | | | 13,000 | I | By GRAT |

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 Derivative Security | 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 Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Deferred Stock | (1) | 01/01/2009 | | A ⁽²⁾ | | 2,942 | | (1) | (1) | Common Stock | 2,942 | \$33.99 ⁽³⁾ | 2,942 | D | |
| Deferred Stock | (4) | 01/01/2009 | | A ⁽⁵⁾ | | 5 | | (4) | (4) | Common Stock | 5 | \$47.9125 ⁽⁶⁾ | 316 | D | |
| Deferred Stock | (7) | 01/01/2009 | | A ⁽⁵⁾ | | 40 | | (7) | (7) | Common Stock | 40 | \$47.9125 ⁽⁶⁾ | 2,604 | D | |
| Deferred Stock | (8) | 01/01/2009 | | M | | | 2,604 | 01/01/2009 | 01/01/2009 | Common Stock | 2,604 | (8) | 0 | D | |
| Deferred Stock | (9) | 01/01/2009 | | A ⁽⁵⁾ | | 21 | | (9) | (9) | Common Stock | 21 | \$47.9125 ⁽⁶⁾ | 1,369 | D | |
| Deferred Stock | (10) | 01/01/2009 | | A ⁽⁵⁾ | | 27 | | (10) | (10) | Common Stock | 27 | \$47.9125 ⁽⁶⁾ | 1,784 | D | |

Explanation of Responses:

- The shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2009 and will be settled in shares of Manpower common stock on a 1 for 1 basis on the earlier of January 1, 2012 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions (as defined below).
- Annual grant of deferred stock under the 2003 Equity Incentive Plan of Manpower Inc. (the "Plan") and the Terms and Conditions Regarding the Grant of Awards to Non-Employee Directors under the Plan (Amended and Restated effective January 1, 2008) (the "Terms and Conditions").
- Represents the Market Price (as defined in the Plan) on the last trading day of 2008.
- 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 Plan and the Terms and Conditions in lieu of dividends.
- Represents the Average Trading Price (as defined in the Terms and Conditions).
- 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.
- Settlement of shares of deferred stock in shares of Manpower common stock on a 1 for 1 basis.
- 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 as of 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.
- 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, 2011 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

Remarks:

[Jeffrey A. Joerres \(pursuant to Power of Attorney previously filed\)](#) [01/05/2009](#)

** 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 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).

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.