

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 21, 2011

**MANPOWER INC.**

**(d/b/a ManpowerGroup)**

(Exact name of registrant as specified in its charter)

<b>Wisconsin</b> (State or other jurisdiction of incorporation)	<b>1-10686</b> (Commission File Number)	<b>39-1672779</b> (IRS Employer Identification No.)
<b>100 Manpower Place</b> <b>Milwaukee, Wisconsin</b> (Address of principal executive offices)		<b>53212</b> (Zip Code)

Registrant's telephone number, including area code: (414) 961-1000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Securities Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition**

On July 21, 2011, we issued a press release announcing our results of operations for the three- and six- month periods ended June 30, 2011. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated July 21, 2011
99.2	Presentation materials for July 21, 2011 conference call

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

MANPOWER INC.  
(d/b/a ManpowerGroup)

Dated: July 21, 2011

By: /s/ Michael J. Van Handel  
Michael J. Van Handel  
Executive Vice President and  
Chief Financial Officer

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EXHIBIT INDEX

**Exhibit No.**

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**Description**

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99.1

Press Release dated July 21, 2011

99.2

Presentation materials for July 21, 2011 conference call

**FOR IMMEDIATE RELEASE****Contact:**

Mike Van Handel  
 +1.414.906.6305  
 michael.vanhandel@manpowergroup.com

**ManpowerGroup Reports 2<sup>nd</sup> Quarter and First Half 2011 Results**

**MILWAUKEE, July 21, 2011** -- ManpowerGroup (NYSE: MAN) today reported that net earnings per diluted share for the three months ended June 30, 2011 were 87 cents compared to 40 cents in the prior year period. Net earnings in the quarter were \$72.7 million compared to \$32.7 million a year earlier. Revenues for the second quarter were \$5.7 billion, an increase of 24 percent from the year earlier period, or an increase of 12 percent in constant currency.

Net earnings in the second quarter were favorably impacted by 11 cents per diluted share, as foreign currencies were relatively stronger compared to the prior year period.

ManpowerGroup Chairman and CEO Jeffrey A. Joerres, said, "We continued to drive solid revenue growth with all geographies participating; Mexico, France and Italy all grew in excess of 15 percent in constant currency. Our emerging markets grew in excess of that. Experis, our professional resourcing brand, performed well, with global revenue increasing 12 percent in constant currency. These solid revenue gains clearly contributed to very good operational leverage. In the latter part of June certain markets experienced softening, however, we continue to be optimistic that we will achieve good year-over-year growth.

"We are anticipating the third quarter of 2011 diluted earnings per share to be in the range of 90 cents to \$1.00, which includes an estimated favorable currency impact of 10 cents," Joerres stated.

Earnings per diluted share for the six months ended June 30, 2011 were \$1.30 compared to 44 cents per diluted share in 2010. Net earnings were \$108.4 million compared to \$35.5 million in the prior year. Revenues for the six-month period were \$10.7 billion, an increase of 24 percent from the prior year or 17 percent in constant currency. Foreign currency exchange rates had a favorable impact of 14 cents for the six-month period.

In conjunction with its second quarter earnings release, ManpowerGroup will broadcast its conference call live over the Internet on July 21, 2011 at 7:30 a.m. CDT (8:30 a.m. EDT). Interested parties are invited to listen to the webcast and view the presentation by logging on to <http://www.manpowergroup.com/investors>.

Supplemental financial information referenced in the conference call can be found at <http://www.manpowergroup.com/investors>.

**About ManpowerGroup™**

ManpowerGroup™ (NYSE: MAN), the world leader in innovative workforce solutions, creates and delivers high-impact solutions that enable our clients to achieve their business goals and enhance their competitiveness. With over 60 years of experience, our \$22 billion company creates unique time to value through a comprehensive suite of innovative solutions that help clients win in the Human Age. These solutions cover an entire range of talent-driven needs from recruitment and assessment, training and development, and career management, to outsourcing and workforce consulting. ManpowerGroup maintains the world's largest and industry-leading network of nearly 3,900 offices in over 80 countries and territories, generating a dynamic mix of an unmatched global footprint with valuable insight and local expertise to meet the needs of its 400,000 clients per year, across all industry sectors, small and medium-sized enterprises, local, multinational and global companies. By connecting our deep understanding of human potential to the ambitions of clients, ManpowerGroup helps the organizations and individuals we serve achieve more than they imagined – because their success leads to our success. And by creating these powerful connections, we create power that drives organizations forward, accelerates personal success and builds more sustainable communities. We help power the world of work. The ManpowerGroup suite of solutions is offered through ManpowerGroup™ Solutions, Manpower®, Experis™ and Right Management®. Learn more about how the ManpowerGroup can help you win in the Human Age at [www.manpowergroup.com](http://www.manpowergroup.com).

**Forward-Looking Statements**

This news release contains statements, including earnings projections and statements about revenue growth, that are forward-looking in nature and, accordingly, are subject to risks and uncertainties regarding the Company's expected future results. The Company's actual results may differ materially from those described or contemplated in the forward-looking statements. Factors that may cause the Company's actual results to differ materially from those contained in the forward-looking statements can be found in the Company's reports filed with the SEC, including the information under the heading 'Risk Factors' in its Annual Report on Form 10-K for the year ended December 31, 2010, which information is incorporated herein by reference.

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ManpowerGroup  
Results of Operations  
(In millions, except per share data)

	Three Months Ended June 30			
	2011	2010	% Variance	
			Amount Reported	Constant Currency
			(Unaudited)	
Revenues from services (a)	\$ 5,667.3	\$ 4,585.6	23.6%	12.0%
Cost of services	4,705.1	3,788.6	24.2%	12.4%
Gross profit	962.2	797.0	20.7%	9.8%
Selling and administrative expenses	811.4	717.9	13.0%	3.5%
Operating profit	150.8	79.1	90.6%	67.5%
Interest and other expenses	11.8	11.9	-1.2%	
Earnings before income taxes	139.0	67.2	106.9%	80.6%
Provision for income taxes	66.3	34.5	91.6%	
Net earnings	\$ 72.7	\$ 32.7	123.1%	94.8%
Net earnings per share - basic	\$ 0.89	\$ 0.40	122.5%	
Net earnings per share - diluted	\$ 0.87	\$ 0.40	117.5%	90.0%
Weighted average shares - basic	82.0	81.5	0.6%	
Weighted average shares - diluted	83.3	82.5	1.0%	

(a) Revenues from services include fees received from our franchise offices of \$5.7 million and \$5.8 million for the three months ended June 30, 2011 and 2010, respectively. These fees are primarily based on revenues generated by the franchise offices, which were \$249.6 million and \$237.3 million for the three months ended June 30, 2011 and 2010, respectively.

ManpowerGroup  
Operating Unit Results  
(In millions)

	Three Months Ended June 30			
	2011	2010	% Variance	
			Amount Reported	Constant Currency
	(Unaudited)			
<b>Revenues from Services: (a)</b>				
Americas:				
United States (b)	\$ 791.6	\$ 726.6	9.0%	9.0%
Other Americas	379.4	306.1	23.9%	18.5%
	<u>1,171.0</u>	<u>1,032.7</u>	13.4%	11.8%
Southern Europe:				
France	1,644.0	1,255.9	30.9%	15.5%
Italy	344.9	258.8	33.3%	17.6%
Other Southern Europe	193.7	168.5	14.9%	3.0%
	<u>2,182.6</u>	<u>1,683.2</u>	29.7%	14.5%
Northern Europe	1,566.3	1,265.2	23.8%	9.4%
APME	662.8	505.7	31.0%	16.4%
Right Management	84.6	98.8	-14.3%	-19.9%
	<u>\$ 5,667.3</u>	<u>\$ 4,585.6</u>	23.6%	12.0%
<b>Operating Unit Profit: (a)</b>				
Americas:				
United States	\$ 27.2	\$ 14.7	85.0%	85.0%
Other Americas	12.3	8.7	42.3%	36.1%
	<u>39.5</u>	<u>23.4</u>	69.2%	66.9%
Southern Europe:				
France	24.8	9.9	148.9%	117.9%
Italy	22.4	13.5	65.7%	45.8%
Other Southern Europe	2.7	2.1	30.1%	20.0%
	<u>49.9</u>	<u>25.5</u>	95.4%	71.9%
Northern Europe	56.1	28.4	97.4%	72.3%
APME	18.9	12.0	58.9%	43.3%
Right Management	2.8	7.8	-64.4%	-64.5%
	<u>167.2</u>	<u>97.1</u>		
Corporate expenses	(30.5)	(22.8)		
Intangible asset amortization expense	(9.4)	(11.6)		
Reclassification of French business tax	23.5	16.4		
Operating profit	150.8	79.1	90.6%	67.5%
Interest and other expenses (c)	(11.8)	(11.9)		
Earnings before income taxes	<u>\$ 139.0</u>	<u>\$ 67.2</u>		

(a) Effective January 1, 2011, we created a new organizational structure in Europe in order to elevate our service quality throughout Europe, Middle East and Africa. Other Southern Europe and Northern Europe, previously reported in Other EMEA, are now separate reportable segments. France, Italy, and Other Southern Europe are aggregated into our Southern Europe reportable segment. All previously reported results have been restated to conform to the current year presentation. Additionally, we changed the name of our Asia Pacific reportable segment to APME; the results of this reportable segment have not been restated as only the name has changed.

(b) In the United States, revenues from services include fees received from our franchise offices of \$3.2 million and \$3.4 million for the three months ended June 30, 2011 and 2010, respectively. These fees are primarily based on revenues generated by the franchise offices, which were \$163.2 million and \$155.8 million for the three months ended June 30, 2011 and 2010, respectively.

(c) The components of interest and other expenses were:

	2011	2010
Interest expense	\$ 11.1	\$ 12.5
Interest income	(1.6)	(1.4)
Foreign exchange (gain) loss	(0.2)	0.9
Miscellaneous expense (income), net	2.5	(0.1)
	<u>\$ 11.8</u>	<u>\$ 11.9</u>

ManpowerGroup  
Results of Operations  
(In millions, except per share data)

	<b>Six Months Ended June 30</b>			
	<b>2011</b>	<b>2010</b>	<b>% Variance</b>	
			<b>Amount Reported</b>	<b>Constant Currency</b>
			(Unaudited)	
Revenues from services (a)	\$ 10,739.7	\$ 8,684.9	23.7%	16.6%
Cost of services	8,919.9	7,186.4	24.1%	17.0%
Gross profit	1,819.8	1,498.5	21.4%	14.6%
Selling and administrative expenses	1,583.4	1,386.8	14.2%	8.4%
Operating profit	236.4	111.7	111.7%	92.2%
Interest and other expenses	22.9	24.8	-7.7%	
Earnings before income taxes	213.5	86.9	145.7%	121.2%
Provision for income taxes	105.1	51.4	104.3%	
Net earnings	\$ 108.4	\$ 35.5	205.8%	175.3%
Net earnings per share - basic	\$ 1.32	\$ 0.44	200.0%	
Net earnings per share - diluted	\$ 1.30	\$ 0.44	195.5%	161.4%
Weighted average shares - basic	82.0	80.1	2.3%	
Weighted average shares - diluted	83.7	81.2	3.0%	

(a) Revenues from services include fees received from our franchise offices of \$11.6 million and \$10.4 million for the six months ended June 30, 2011 and 2010, respectively. These fees are primarily based on revenues generated by the franchise offices, which were \$524.1 million and \$431.2 million for the six months ended June 30, 2011 and 2010, respectively.



ManpowerGroup  
Operating Unit Results  
(In millions)

	Six Months Ended June 30			
	2011	2010	% Variance	
			Amount Reported	Constant Currency
(Unaudited)				
<b>Revenues from Services: (a)</b>				
Americas:				
United States (b)	\$ 1,542.5	\$ 1,209.3	27.6%	27.6%
Other Americas	741.2	600.6	23.4%	18.9%
	<u>2,283.7</u>	<u>1,809.9</u>	26.2%	24.7%
Southern Europe:				
France	2,997.8	2,363.4	26.8%	19.1%
Italy	629.5	493.0	27.7%	19.9%
Other Southern Europe	373.7	326.9	14.3%	7.9%
	<u>4,001.0</u>	<u>3,183.3</u>	25.7%	18.1%
Northern Europe	3,022.9	2,486.4	21.6%	13.0%
APME	1,265.7	1,003.2	26.1%	13.8%
Right Management	166.4	202.1	-17.7%	-21.3%
	<u>\$ 10,739.7</u>	<u>\$ 8,684.9</u>	23.7%	16.6%
<b>Operating Unit Profit: (a)</b>				
Americas:				
United States	\$ 35.9	\$ 2.8	N/A	N/A
Other Americas	25.1	18.3	37.4%	33.2%
	<u>61.0</u>	<u>21.1</u>	189.1%	185.5%
Southern Europe:				
France	36.8	10.1	263.3%	231.3%
Italy	35.3	20.3	73.4%	60.1%
Other Southern Europe	4.9	1.2	320.2%	293.9%
	<u>77.0</u>	<u>31.6</u>	143.3%	123.5%
Northern Europe	98.0	47.4	106.9%	88.3%
APME	35.4	24.5	45.0%	31.9%
Right Management	6.1	20.3	-70.0%	-70.2%
	<u>277.5</u>	<u>144.9</u>		
Corporate expenses	(62.5)	(46.8)		
Intangible asset amortization expense	(19.0)	(16.5)		
Reclassification of French business tax	40.4	30.1		
Operating profit	<u>236.4</u>	<u>111.7</u>	111.7%	92.2%
Interest and other expenses (c)	(22.9)	(24.8)		
Earnings before income taxes	<u>\$ 213.5</u>	<u>\$ 86.9</u>		

(a) Effective January 1, 2011, we created a new organizational structure in Europe in order to elevate our service quality throughout Europe, Middle East and Africa. Other Southern Europe and Northern Europe, previously reported in Other EMEA, are now separate reportable segments. France, Italy, and Other Southern Europe are aggregated into our Southern Europe reportable segment. All previously reported results have been restated to conform to the current year presentation. Additionally, we changed the name of our Asia Pacific reportable segment to APME; the results of this reportable segment have not been restated as only the name has changed.

(b) In the United States, revenues from services include fees received from our franchise offices of \$5.9 million for the six months ended June 30, 2011 and 2010. These fees are primarily based on revenues generated by the franchise offices, which were \$311.7 million and \$288.0 million for the six months ended June 30, 2011 and 2010, respectively.

(c) The components of interest and other expenses were:

	2011	2010
Interest expense	\$ 21.3	\$ 23.6
Interest income	(3.0)	(3.0)
Foreign exchange losses	0.3	2.8
Miscellaneous expenses, net	4.3	1.4
	<u>\$ 22.9</u>	<u>\$ 24.8</u>

ManpowerGroup  
Consolidated Balance Sheets  
(In millions)

	<b>Jun. 30 2011</b>	<b>Dec. 31 2010</b>
(Unaudited)		
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 543.5	\$ 772.6
Accounts receivable, net	4,496.8	3,844.1
Prepaid expenses and other assets	182.1	197.6
Future income tax benefits	66.2	59.7
Total current assets	5,288.6	4,874.0
<b>Other assets:</b>		
Goodwill and other intangible assets, net	1,350.5	1,330.3
Other assets	456.6	355.1
Total other assets	1,807.1	1,685.4
<b>Property and equipment:</b>		
Land, buildings, leasehold improvements and equipment	743.2	688.8
Less: accumulated depreciation and amortization	562.3	518.5
Net property and equipment	180.9	170.3
Total assets	\$ 7,276.6	\$ 6,729.7
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 1,541.0	\$ 1,313.9
Employee compensation payable	214.0	240.2
Accrued liabilities	526.7	547.4
Accrued payroll taxes and insurance	730.6	677.7
Value added taxes payable	543.8	482.2
Short-term borrowings and current maturities of long-term debt	468.2	28.7
Total current liabilities	4,024.3	3,290.1
<b>Other liabilities:</b>		
Long-term debt	290.6	669.3
Other long-term liabilities	406.0	373.1
Total other liabilities	696.6	1,042.4
<b>Shareholders' equity:</b>		
Common stock	1.1	1.1
Capital in excess of par value	2,815.1	2,781.7
Retained earnings	860.8	785.2
Accumulated other comprehensive income	157.5	87.0
Treasury stock, at cost	(1,278.8)	(1,257.8)
Total shareholders' equity	2,555.7	2,397.2
Total liabilities and shareholders' equity	\$ 7,276.6	\$ 6,729.7

ManpowerGroup  
Consolidated Statements of Cash Flows  
(In millions)

	Six Months Ended	
	June 30	
	2011	2010
	(Unaudited)	
<b>Cash Flows from Operating Activities:</b>		
Net earnings	\$ 108.4	\$ 35.5
Adjustments to reconcile net earnings to net cash used in operating activities:		
Depreciation and amortization	52.1	50.5
Deferred income taxes	(59.7)	(6.9)
Provision for doubtful accounts	14.4	13.5
Share-based compensation	16.5	11.5
Excess tax benefit on exercise of stock options	(1.1)	(0.8)
Changes in operating assets and liabilities, excluding the impact of acquisitions:		
Accounts receivable	(425.1)	(480.1)
Other assets	(51.4)	(26.3)
Other liabilities	153.8	337.4
Cash used in operating activities	<u>(192.1)</u>	<u>(65.7)</u>
<b>Cash Flows from Investing Activities:</b>		
Capital expenditures	(27.6)	(27.9)
Acquisitions of businesses, net of cash acquired	(15.2)	(258.5)
Proceeds from sales of property and equipment	2.8	2.3
Cash used in investing activities	<u>(40.0)</u>	<u>(284.1)</u>
<b>Cash Flows from Financing Activities:</b>		
Net change in short-term borrowings	4.4	(5.5)
Proceeds from long-term debt	0.1	1.4
Repayments of long-term debt	(0.1)	(0.8)
Proceeds from share-based awards	17.8	14.8
Excess tax benefit on exercise of stock options	1.1	0.8
Repurchases of common stock	(18.8)	-
Dividends paid	(32.8)	(30.6)
Cash used in financing activities	<u>(28.3)</u>	<u>(19.9)</u>
Effect of exchange rate changes on cash	31.3	(92.4)
Change in cash and cash equivalents	<u>(229.1)</u>	<u>(462.1)</u>
Cash and cash equivalents, beginning of period	772.6	1,014.6
Cash and cash equivalents, end of period	<u>\$ 543.5</u>	<u>\$ 552.5</u>

# EMPOWERING THE WORLD OF WORK

ManpowerGroup

2<sup>nd</sup> Quarter  
July 21, 2011



ManpowerGroup<sup>®</sup>

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# Forward-Looking Statement

This presentation includes forward-looking statements, including earnings projections which are subject to risks and uncertainties. Actual results might differ materially from those projected in the forward-looking statements. Additional information concerning factors that could cause actual results to materially differ from those in the forward-looking statements is contained in the Manpower Inc. Annual Report on Form 10-K dated December 31, 2010, which information is incorporated herein by reference, and such other factors as may be described from time to time in the Company's SEC filings.



## Consolidated Financial Highlights

	Q2 Financial Highlights
↑ 24% ↑ 12% CC	<b>Revenue \$5.7B</b>
↓ 40 bps	<b>Gross Margin 17.0%</b>
↑ 91% ↑ 67% CC	<b>Operating Profit \$151M</b>
↑ 100 bps	<b>OP Margin 2.7%</b>
↑ 118% ↑ 90% CC	<b>EPS \$0.87</b>

Throughout this presentation, the difference between reported variances and Constant Currency (CC) variances represents the impact of currency on our financial results. Constant Currency is further explained on our Web site.

# Consolidated Gross Margin Change



# Americas Segment

(21% of Revenue)

Q2 Financial Highlights <sup>(1)</sup>	
↑ 13% ↑ 12% CC	<b>Revenue \$1.2B</b>
↑ 69% ↑ 67% CC	<b>OUP \$40M</b>
↑ 110 bps	<b>OUP Margin 3.4%</b>

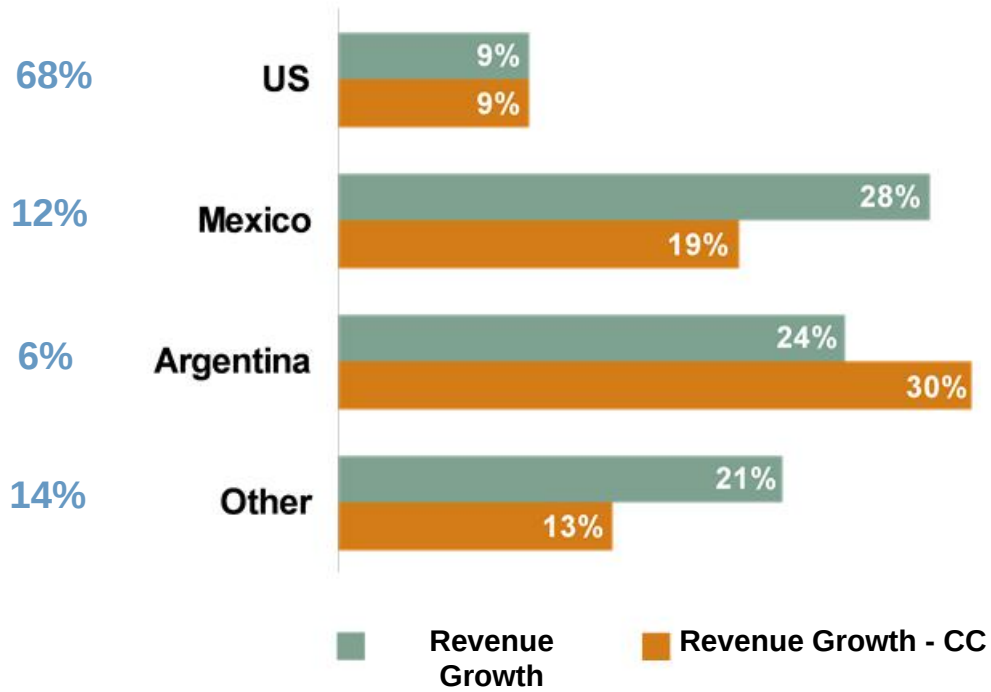
<sup>(1)</sup> Included in these amounts is the US, which had revenue of \$792M (+9%) and OUP of \$27M (+85%).

**Operating Unit Profit (OUP) is the measure that we use to evaluate segment performance. OUP is equal to segment revenues less direct costs and branch and national headquarters operating costs.**



# Americas - Q2 Revenue Growth YoY

% of Segment Revenue



## Southern Europe Segment

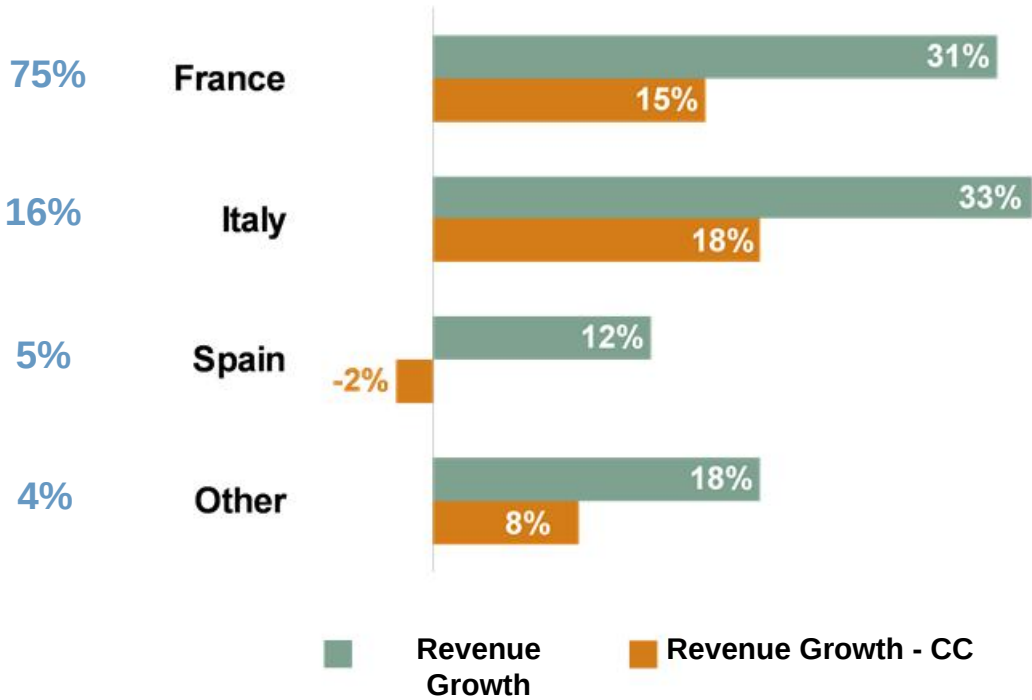
(38% of Revenue)

	Q2 Financial Highlights <sup>(1)</sup>
↑ 30% ↑ 15% CC	<b>Revenue \$2.2B</b>
↑ 95% ↑ 72% CC	<b>OUP \$50M</b>
↑ 80 bps	<b>OUP Margin 2.3%</b>

<sup>(1)</sup> Included in these amounts is France, which had revenue of \$1.6B (+15% CC) and OUP of \$25M (+118% CC).

# Southern Europe - Q2 Revenue Growth YoY

% of Segment Revenue



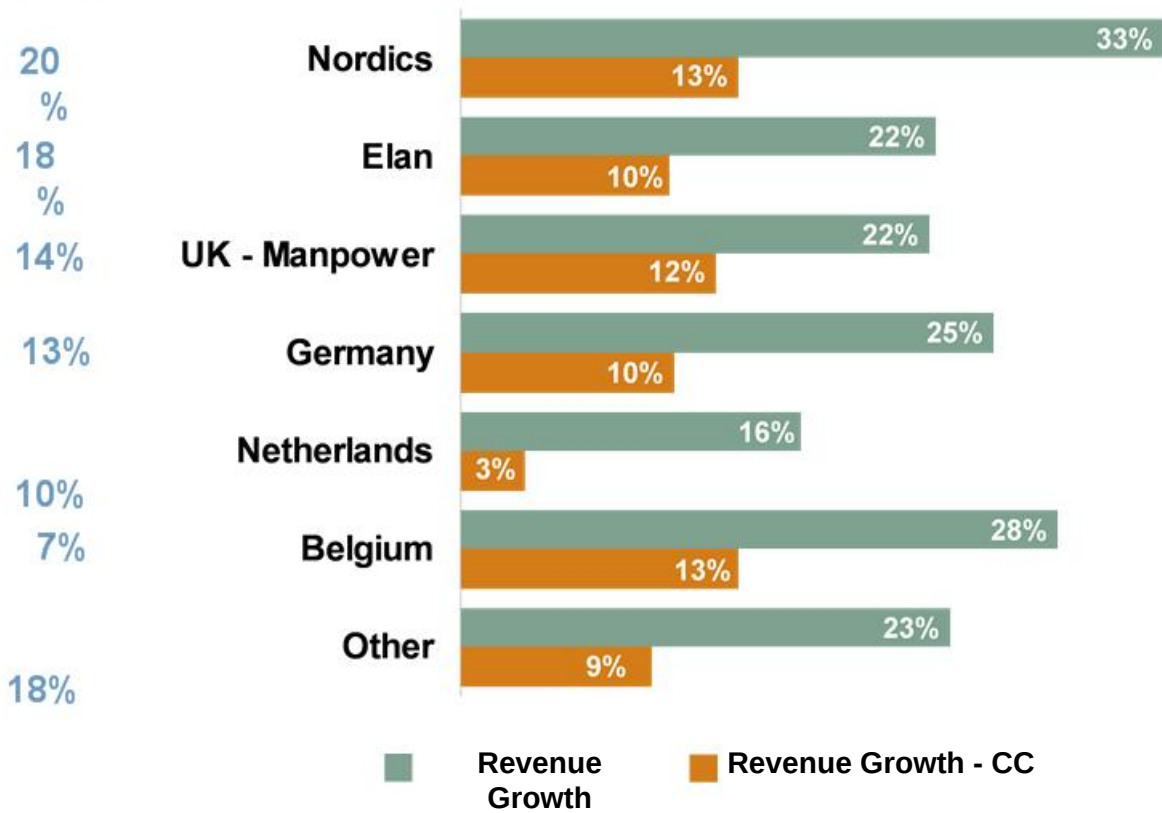
## Northern Europe Segment

(28% of Revenue)

	Q2 Financial Highlights
↑ 24%	<b>Revenue \$1.6B</b>
↑ 9% CC	
↑ 97%	<b>OUP \$56M</b>
↑ 72% CC	
↑ 130 bps	<b>OUP Margin 3.6%</b>

# Northern Europe - Q2 Revenue Growth YoY

% of Segment Revenue



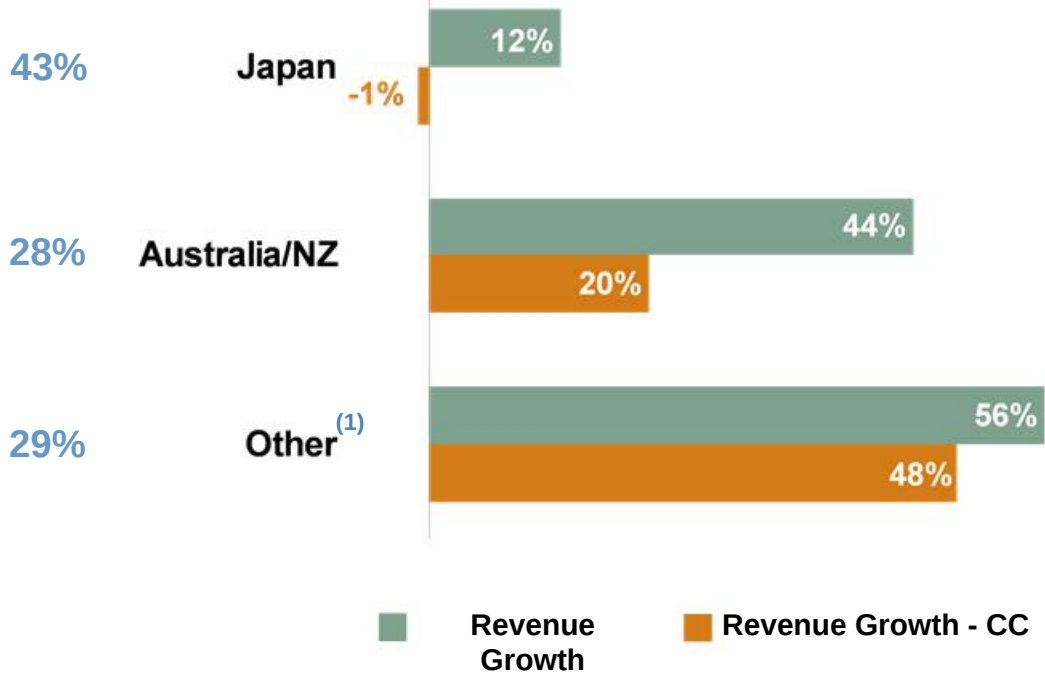
## APME Segment

(12% of Revenue)

	Q2 Financial Highlights
↑ 31%	<b>Revenue \$663M</b>
↑ 16% CC	
↑ 59%	<b>OUP \$19M</b>
↑ 43% CC	
↑ 50 bps	<b>OUP Margin 2.8%</b>

# APME - Q2 Revenue Growth YoY

% of Segment Revenue



<sup>(1)</sup> On an organic basis, Other revenue growth was 23% (+16% CC).

## Right Management Segment

(1% of Revenue)

	Q2 Financial Highlights
↓ 14% ↓ 20% CC	<b>Revenue \$85M</b>
↓ 64% ↓ 64% CC	<b>OUP \$3M</b>
↓ 460 bps	<b>OUP Margin 3.3%</b>



## Cash Flow Summary - First Half

(\$ in millions)

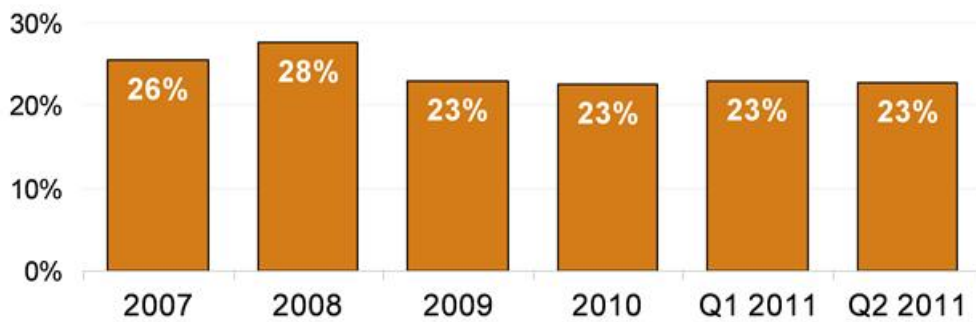
	2011	2010
<b>Cash from Operations</b>	<b>(192)</b>	<b>(66)</b>
<b>Capital Expenditures</b>	<b>(28)</b>	<b>(28)</b>
<b>Free Cash Flow</b>	<u><b>(220)</b></u>	<u><b>(94)</b></u>
<b>Change in Debt</b>	<b>4</b>	<b>(5)</b>
<b>Share Repurchases</b>	<b>(19)</b>	<b>-</b>
<b>Acquisitions of Business net of cash acquired</b>	<b>(15)</b>	<b>(259)</b>
<b>Effect of Exchange Rate Changes</b>	<b>31</b>	<b>(92)</b>
<b>Other</b>	<b>(10)</b>	<b>(12)</b>
<b>Change in Cash</b>	<u><u><b>(229)</b></u></u>	<u><u><b>(462)</b></u></u>

# Balance Sheet Highlights

**Total Debt**  
(\$ in millions)



**Total Debt to Total Capitalization**



# Credit Facilities as of June 30, 2011

(\$ in millions)

	Interest Rate	Maturity Date	Total Outstanding	Remaining Available
<b>Euro</b>				
<b>Notes:</b>				
- Euro 200M	4.86%	June 2013	290	-
- Euro 300M	4.58%	June 2012	435	-
Revolving Credit Agreement <sup>(a)</sup>	2.74%	Nov 2012	-	398
Uncommitted lines and Other <sup>(b)</sup>	Various	Various	34	387
<b>Total Debt</b>			<b>759</b>	<b>785</b>

(a) This \$400M agreement requires, as of June 30, that we comply with a Debt-to-EBITDA ratio of less than 3.75 to 1 and a fixed charge coverage ratio of greater than 1.35 to 1. As defined in the agreement, we had a Debt-to-EBITDA ratio of 1.35 and a fixed charge coverage ratio of 2.84 as of June 30, 2011. As of June 30, there were \$2.2M of standby letters of credit issued under the agreement.

(b) Represents subsidiary uncommitted lines of credit & overdraft facilities, which total \$419.8M. Total subsidiary borrowing are limited to \$300M due to restrictions in our Revolving Credit Facility, with the exception of Q3 when subsidiary borrowings are limited to \$600M.

## Third Quarter Outlook

<b>Revenue</b>	<b>Total</b>	Up 16-18% (Up 8-10% CC)
	<b>Americas</b>	Up 8-10% (Up 6-8% CC)
	<b>Southern Europe</b>	Up 19-21% (Up 9-11% CC)
	<b>Northern Europe</b>	Up 17-19% (Up 7-9% CC)
	<b>APME</b>	Up 25-27% (Up 14-16% CC)
	<b>Right Management</b>	Down 4-6% (Down 9-11% CC)
<b>Gross Profit Margin</b>		16.5 - 16.7%
<b>Operating Profit Margin</b>		2.6 - 2.8%
<b>Tax Rate</b>		46.5%
<b>EPS</b>		\$0.90-\$1.00 (Favorable \$.10 Currency)

# Our brand and messages are resonating worldwide



**“The company this week announced a rebranding... in a bid to improve the marketing of its services.”**



**“[Manpower] used this experience to identify a new era, what it calls the human age. It’s changing its name and logo to fit a world where it says talent replaces capital as the key driver of economic growth.”**

— Bloomberg TV

**“Do changes as subtle as those exemplified by Manpower’s renaming matter? Absolutely, said Columbia University business professor Bernd Schmitt - right down to the single-word styling and the replacement of ‘Inc.’ with ‘Group.’”**

— Milwaukee Journal-Sentinel



**“The Human Age marks the pinnacle of a journey, when the raw potential of individuals ultimately takes center stage.”**

— HR Asia magazine

**“Talent is the new capital”**

— Swedish newspaper Sundsvalls Tidning

**“Inc. sounds like a faceless corporation, where ‘group’ sounds more human, more in touch”**

— Jonathan Schroeder, communications professor, Rochester Institute of Technology

**“Group is more contemporary”**

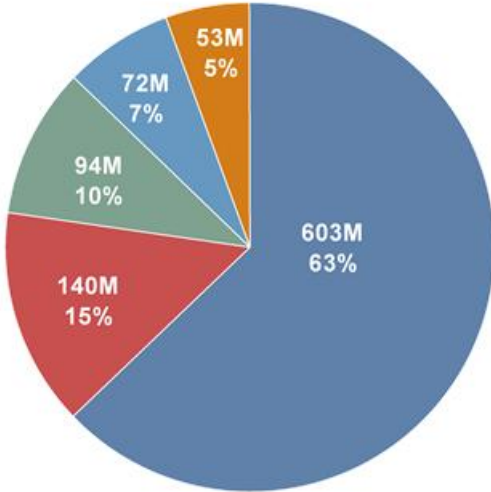
— Deborah Mitchell, marketing professor, University Wisconsin-Madison

**“Prepare to play part in a new era: 20 epic shifts to the Human Age”**

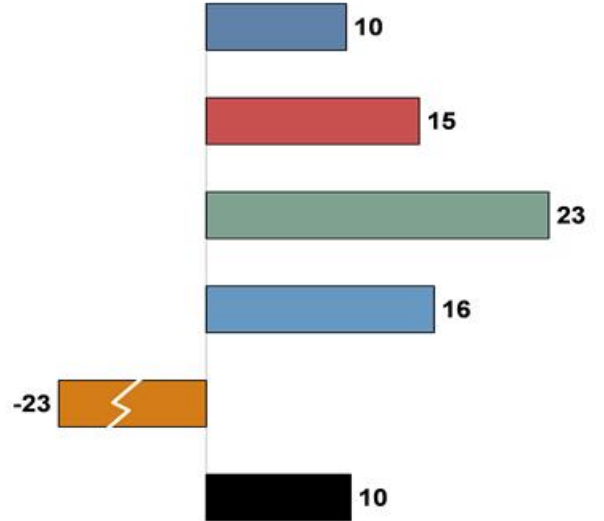
— South African newspaper, The Star

# Gross Profit Development - Q2 2011

**Business Line Gross Profit**  
\$962M



**Gross Profit Growth**  
in CC %

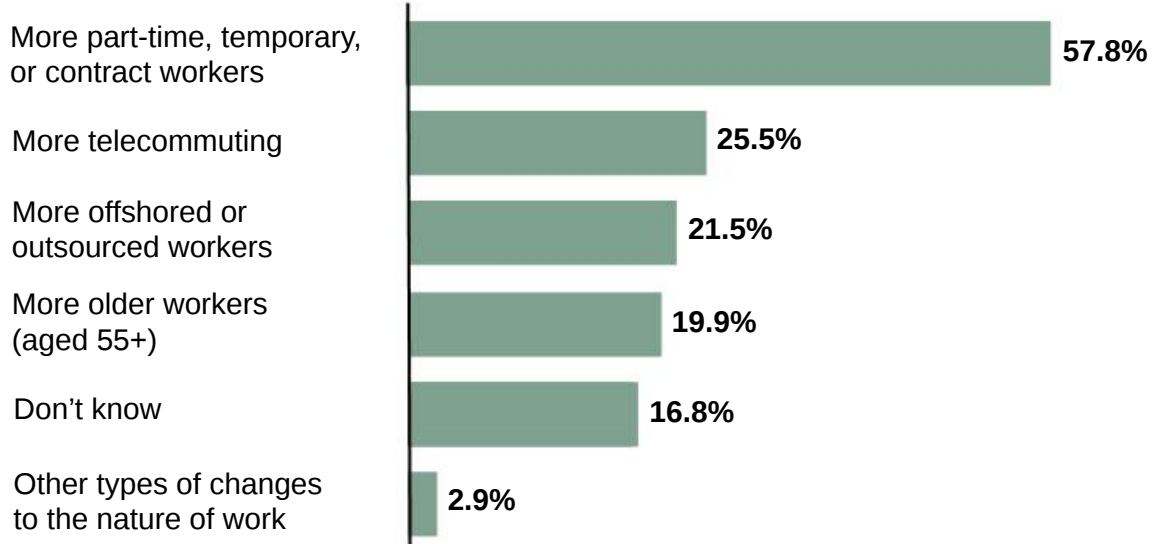


- Staffing
- Professional Resourcing
- Permanent Recruitment (excluding RPO)
- ManpowerGroup Solutions
- Talent & Career Management
- ManpowerGroup - Total

# Employers foresee a more flexible and virtual labor force

## How will your company's workforce change over the next 5 years?

% of respondents (n = 2,000)



Source: McKinsey Global Institute US Jobs Survey, 2011; McKinsey Global Institute analysis

A dark-themed background featuring a faint world map. Two horizontal bands of three parallel lines each are positioned above and below the central text.

# Questions



