

**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 *<br><u>SWAN MARA E</u><br><br>(Last) (First) (Middle)<br><u>MANPOWER INC.</u><br><u>100 MANPOWER PLACE</u><br><br>(Street)<br><u>MILWAUKEE WI 53212</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MANPOWER INC /WI/ [ MAN ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><br><u>EVP</u>     |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/15/2012</u>           |  |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                  |   |  |   |
| Common Stock                    | 02/15/2012                           |  | A <sup>(1)</sup>               |   | 9,150   | A          | \$0.00 <sup>(1)</sup>  | 15,704  | D  |   |
| Common Stock                    | 02/15/2012                           |  | F <sup>(2)</sup>               |   | 4,085   | D          | \$45.17 <sup>(3)</sup> | 11,619  | D  |   |

**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 |
| Stock Option (Right to Buy) <sup>(4)</sup> | \$44.81 <sup>(5)</sup>                                 | 02/15/2012                           |  | A                              |   | 13,755   |     | <sup>(6)</sup>   | 02/15/2022      | Common Stock  | 13,755                                     | \$0.00   | 13,755  | D  |       |
| Restricted Stock Units <sup>(7)</sup>      | \$0.00 <sup>(7)</sup>                                  | 02/15/2012                           |  | A                              |   | 4,017  |     | <sup>(7)</sup>   | <sup>(7)</sup>  | Common Stock  | 4,017                                      | \$0.00   | 4,017   | D  |       |

**Explanation of Responses:**

- Shares acquired in settlement of performance share units (which were not derivative securities) received under the Manpower Inc. 2003 Equity Incentive Plan (the "2003 Plan"), exempt under Rule 16b-3.
- Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 15, 2012 in settlement of performance share units.
- Represents the opening stock price on the New York Stock Exchange on February 15, 2012.
- Stock Option Grant under the 2011 Equity Incentive Plan of Manpower Inc.
- Represents the closing price on the New York Stock Exchange on February 15, 2012, the date of grant.
- Options will become exercisable as to 25% of the shares covered by the option on each of the first four anniversaries on the date of grant.
- Award of restricted stock units under the 2011 Equity Incentive Plan of Manpower Inc. The restricted stock units will vest 100% on February 15, 2015 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis upon vesting.

**Remarks:**

/s/ Kenneth C. Hunt (pursuant to Power of Attorney, previously filed) 02/17/2012

\*\* 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.

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