

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed 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>	2. Date of Event Requiring Statement (Month/Day/Year) 12/17/2008	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 <input checked="" type="checkbox"/> Officer (give title below) <u>Executive Vice President</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 12/29/2008
(Last) (First) (Middle) 100 MANPOWER PLACE			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
(Street) MILWAUKEE WI 53212			
(City) (State) (Zip)			

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)
Common Stock ⁽¹⁾	15,500	D	

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				
Stock Option (Right to Buy) ⁽²⁾	(3)	10/24/2015	Common Stock	50,000	43.9	D
Stock Option (Right to Buy) ⁽²⁾	(4)	02/14/2016	Common Stock	22,071	52.78	D
Stock Option (Right to Buy) ⁽²⁾	(5)	02/14/2017	Common Stock	12,000	76.3	D
Stock Option (Right to Buy) ⁽²⁾	(6)	02/20/2018	Common Stock	18,000	56.64	D

Explanation of Responses:

- 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.
- Stock Option grant under the 2003 Plan.
- 35,000 shares are currently exercisable and the remaining 15,000 shares become exercisable on 10/24/2009.
- 11,035 shares are currently exercisable; 5,518 become exercisable on 2/14/2009; and 5,518 become exercisable on 2/14/2010.
- 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.
- 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 previously filed) 01/20/2009

** 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 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.

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