#### SULLIVAN OWEN J

Form 5

February 17, 2010

## FORM 5

#### **OMB APPROVAL**

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

3235-0362 Number: January 31,

**OMB** 

no longer subject to Section 16. Form 4 or Form 5 obligations

may continue. See Instruction

Check this box if

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Other (specify

1.0

### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer SULLIVAN OWEN J Symbol MANPOWER INC /WI/ [MAN] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner

100 MANPOWER PLACE

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

12/31/2009

\_ Officer (give title

(check applicable line)

EVP Manpower CEO Right Mgmt.

below)

### MILWAUKEE, WIÂ 53212

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

Person

X

below)

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of (Month/Day/Year) Form: Direct Indirect Security Execution Date, if Transaction Acquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 8) (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year

(Instr. 3 and 4) Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**SEC 2270** (9-02)

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	of	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Ir

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Derivative Acquired
Security (A) or
Disposed
of (D)

(Instr. 3, 4, and 5)

(A) (D) Date Expiration Title

Exercisable Date

Number of Shares

Amount

or

Restricted

Stock  $\hat{A}$  12/31/2009  $\hat{A}$   $A^{(2)}$  144  $\hat{A}$   $\hat{A}$   $\frac{(1)}{\hat{A}}$   $\hat{A}$   $\frac{(1)}{\hat{A}}$  Common Stock

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SULLIVAN OWEN J 100 MANPOWER PLACE MILWAUKEE, WIÂ 53212

 $\hat{A}$   $\hat{A}$   $\hat{A}$  EVP Manpower CEO Right Mgmt.  $\hat{A}$ 

**Signatures** 

Michael J. Van Handel (pursuant to Power of Attorney previously filed)

02/17/2010

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* 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).
- (1) The restricted stock units will vest one-third on 2/17/10, one-third on 2/17/11, and one-third on 2/17/12 and will be settled in shares of Manpower common stock on a 1 for 1 basis upon vesting.
- (2) Receipt of restricted stock units in lieu of dividends paid in 2009 at an average price of \$46.29.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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