HUNT KENNETH C

Form 4

February 21, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

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obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HUNT KENNETH C	2. Issuer Name and Ticker or Trading Symbol MANPOWER INC /WI/ [MAN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check air applicable)		
	(Month/Day/Year)	Director 10% Owner		
MANPOWER DIAGE	02/17/2012	X Officer (give title Other (specify below)		
MANPOWER PLACE		SVP, Secretary		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MILWAUKEE, WI 53212	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Zip) Table	e I - Non-D	erivative :	Securi	ities Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed 3. 4. Securities Acquire Month/Day/Year) Execution Date, if Transaction(A) or Disposed of any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)		d of	• • • • • • • • • • • • • • • • • • • •		Indirect Beneficial Ownership		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/17/2012		M	2,621	A	<u>(1)</u>	10,879	D	
Common Stock	02/17/2012		F(2)	897	D	\$ 45.5 (3)	9,982	D	
Common Stock							200	I	By spouse

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

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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. Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	rivative Expiration Date (ities (Month/Day/Year) ired resed of 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/17/2012		M	2,621	02/17/2012	02/17/2012	Common Stock	2,621

Reporting Owners

Reporting Owner Name / Address	Relationships

10% Owner Officer Other Director

HUNT KENNETH C MANPOWER INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212

SVP, Secretary

Signatures

Kenneth C. 02/21/2012 Hunt

**Signature of Date

Reporting Person

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) These restricted stock units were settled in shares of Manpower common stock on a 1 for 1 basis upon vesting.
- Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on February 17, 2012 in settlement of restricted stock **(2)**
- (3) Represents the opening price on the New York Stock Exchange on February 17, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space 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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