

SULLIVAN OWEN J
Form 4
January 03, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SULLIVAN OWEN J

(Last) (First) (Middle)
100 MANPOWER PLACE
(Street)

MILWAUKEE, WI 53212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MANPOWER INC /WI/ [MAN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Manpower CEO Right Mgmt.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/31/2012		A ⁽¹⁾	5,885	A \$ 0 ⁽¹⁾	19,624.0574	D
Common Stock	12/31/2012		F ⁽²⁾	2,602	D \$ 41.82 ⁽³⁾	17,022.0574	D

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

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SEC 1474 (9-02)

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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. 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
Restricted Stock Units	(4)	12/31/2012		A(5)	65	(4) (4)	Common Stock	65 (5)
Restricted Stock Units	(6)	12/31/2012		A(5)	105	(6) (6)	Common Stock	105 (5)
Restricted Stock Units	(7)	12/31/2012		A(5)	323	(7) (7)	Common Stock	323 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN OWEN J 100 MANPOWER PLACE MILWAUKEE, WI 53212			EVP Manpower CEO Right Mgmt.	

Signatures

/s/ Kenneth C. Hunt (pursuant to Power of Attorney previously filed)

01/03/2013

__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) 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.
- (2) Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on December 31, 2012 in settlement of performance share units.
- (3) Represents the opening stock price on the New York Stock Exchange on December 31, 2012.

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- (4) The restricted stock units will vest 100% on February 16, 2014 and will be settled in shares of Manpower common stock on a 1 for 1 basis upon vesting.
- (5) Receipt of restricted stock units in lieu of dividends paid in 2012 at an average price of \$40.34.
- (6) The restricted stock units will vest 100% on February 15, 2015 and will be settled in shares of Manpower common stock on a 1 for 1 basis upon vesting.
- (7) The restricted stock units will vest 100% on February 16, 2016 and will be settled in shares of Manpower common stock on a 1 for 1 basis upon vesting.

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.