

MANPOWER INC /WI/  
Form 4/A  
December 22, 2006

**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 \*  
**MICHAELY YOAV**

(Last) (First) (Middle)  
**MANPOWER INC., 5301 N.  
IRONWOOD ROAD**  
  
(Street)

**MILWAUKEE, WI 53217**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/14/2006**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**02/16/2006**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive Vice President**

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 Ownership (Instr. 4)
				Code V Amount (D) Price \$			
Common Stock <sup>(1)</sup>	02/14/2006		A	5,000 D 52.78	85,365.9128	D	
					<sup>(2)</sup>		

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

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SEC 1474 (9-02)

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

## Edgar Filing: MANPOWER INC /WI/ - Form 4/A

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)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		Code   V   (A)   (D)	
Stock Option (Right to Buy) <sup>(3)</sup>	\$ 52.78 <sub>(2)</sub>	02/14/2006	
		A	44,047
		(4)	02/14/2016
		Common Stock	44,047

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MICHAELY YOAV MANPOWER INC. 5301 N. IRONWOOD ROAD MILWAUKEE, WI 53217			Executive Vice President	

### Signatures

/s/ Michael J. VanHandel (pursuant to Power of Attorney previously filed)	12/22/2006
__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) Grant of restricted stock under the Manpower 2003 Equity Incentive Plan ("the 2003 Plan"). The restricted stock vests on 2/14/2012.
- (2) \$52.78 is the closing price on the New York Stock Exchange on February 13, 2006, the last trading day immediately preceding the date of grant.
- (3) Stock option grant under the 2003 Plan.
- (4) Options will become exercisable as to 25% of the shares covered by the option on each of the first four anniversaries of the date of grant.

#### Remarks:

This amendment is being filed to correct a clerical error in the number of shares originally reported as being covered by the option.

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.