SWAN MARA E Form 4/A February 23, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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response...

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

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **SWAN MARA E**

2. Issuer Name and Ticker or Trading Symbol

MANPOWER INC /WI/ [MAN]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First)

(Middle)

3. Date of Earliest Transaction

MANPOWER INC., 100

(Month/Day/Year)

02/18/2010

Director 10% Owner X_ Officer (give title Other (specify

below)

below) **EVP**

MANPOWER PLACE

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) 02/22/2010

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MILWAUKEE, WI 53212

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

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

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Exercisable Date

Amou

20,00

or Numb of Sha

Common

Stock

Stock Option(Right to Buy) $\frac{(1)}{(2)}$ \$53.01 $\frac{(2)}{(2)}$ 02/18/2010 A 20,000 $\frac{(3)}{(2)}$ 02/18/2020

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SWAN MARA E MANPOWER INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212

EVP

Signatures

Kenneth C. Hunt (pursuant to Power of Attorney Previously filed) 02/23/2010

**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) Stock Option grant under the Manpower 2003 Equity Incentive Plan.
- (2) \$53.01 is the closing price on the New York Stock Exchange on February 18, 2010 the date of grant.
- (3) 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. 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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