
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 19, 2004

MANPOWER INC.

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction
of incorporation)

1-10686
(Commission File Number)

39-1672779
(IRS Employer
Identification No.)

5301 North Ironwood Road
Milwaukee, Wisconsin
(Address of principal executive offices)

53217
(Zip Code)

Registrant's telephone number, including area code: (414) 961-1000

Item 5. Other Events.

On July 19, 2004, Manpower Inc. issued a press release announcing that, in the event that its Zero Coupon Convertible Debentures due August 17, 2021 are tendered for purchase, the company has formally elected to settle the transaction with cash. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 19, 2004

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

MANPOWER INC.

Dated: July 19, 2004

By: /s/ Michael J. Van Handel

Michael J. Van Handel
Executive Vice President
Chief Financial Officer and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 19, 2004

[Manpower Logo]

FOR IMMEDIATE RELEASE**Contact:**
Mike Van Handel
Chief Financial Officer
(414) 906-6305**Debenture Option Election Made by Manpower Inc.**

MILWAUKEE, July 19, 2004 – Manpower Inc. (NYSE: MAN) today announced that, in the event that its Zero Coupon Convertible Debentures due August 17, 2021 are tendered for purchase, the company has formally elected to settle the transactions with cash.

Under the Indenture relating to the Debentures, each holder of the Debentures may elect to have Manpower purchase all or a portion of the Debentures as of August 17, 2004, at a purchase price of \$602.77 per \$1,000 of principal amount at maturity of Debentures properly tendered for purchase no later than 5:00 PM Eastern time on August 16, 2004.

As required by the Indenture, the CUSIP number of the Rule 144 Debentures is 56418H AB 6 and of the registered Debentures is 56418H AC 4. The address of the trustee and paying agent is Citibank, N.A., 111 Wall Street, 15th Floor, New York, New York 10005. Manpower has provided Citibank, N.A. with a detailed notice and form of purchase notice that holders may use to tender their Debentures.

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About Manpower

Manpower Inc. is a world leader in the employment services industry, offering customers a continuum of services to meet their needs throughout the employment and business cycle. The company specializes in permanent, temporary and contract recruitment; employee assessment; training; career transition and organizational consulting services. Manpower's worldwide network of 4,300 offices in 67 countries and territories enables the company to meet the needs of its 400,000 customers per year, including small and medium size enterprises in all industry sectors, as well as the world's largest multinational corporations. The focus of Manpower's work is on raising productivity through improved quality, efficiency and cost-reduction, enabling customers to concentrate on their core business activities. In addition to the Manpower brand, the company operates under the brand names of Right Management Consultants, Jefferson Wells, Elan and Brook Street. More information on Manpower Inc. is available at <http://www.manpower.com>.

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