

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SWAN MARA E</u>  (Last) (First) (Middle) <u>MANPOWER INC.</u> <u>100 MANPOWER PLACE</u>  (Street) <u>MILWAUKEE WI 53212</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MANPOWER INC /WI/ [ MAN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)  X <b>EVP</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2012</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2012		A <sup>(1)</sup>		4,414	A	\$0.00 <sup>(1)</sup>	17,593	D	
Common Stock	12/31/2012		F <sup>(2)</sup>		2,216	D	\$41.82 <sup>(3)</sup>	15,377	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock Units	(4)	12/31/2012		A <sup>(5)</sup>		48		(4)	(4)	Common Stock	48	(5)	2,321	D	
Restricted Stock Units	(6)	12/31/2012		A <sup>(5)</sup>		86		(6)	(6)	Common Stock	86	(5)	4,103	D	
Restricted Stock Units	(7)	12/31/2012		A <sup>(5)</sup>		323		(7)	(7)	Common Stock	323	(5)	15,478	D	

**Explanation of Responses:**

- 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.
- Stock withheld by Issuer to satisfy tax withholding obligations on shares acquired on December 31, 2012 in settlement of performance share units.
- Represents the opening stock price on the New York Stock Exchange on December 31, 2012.
- 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.
- Receipt of restricted stock units in lieu of dividends paid in 2012 at an average price of \$40.34.
- 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.
- 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.

**Remarks:**

/s/ Kenneth C. Hunt (pursuant to Power of Attorney previously filed) 01/03/2013

\*\* Signature of Reporting Person Date

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

\* 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).

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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