

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**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

|   |  |  |
|---|--|--|
| <b>1. Name and Address of Reporting Person*</b><br><u>JOERRES JEFFREY A</u><br><br>(Last) (First) (Middle)<br>MANPOWER INC.<br>100 MANPOWER PLACE<br><br>(Street)<br>MILWAUKEE WI 53212<br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>MANPOWER INC /WI/ [ MAN ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Chrm, Chf Ex Off & Pres |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br>10/25/2011                  |  |
|   | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>                        | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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                    | 10/25/2011                           |  | S                              |   | 467   | D          | \$41.81   | 384,348.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 1,400   | D          | \$41.82   | 382,948.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 200   | D          | \$41.83   | 382,748.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 400   | D          | \$41.84   | 382,348.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 100   | D          | \$41.86   | 382,248.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 1,000   | D          | \$41.87   | 381,248.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 200   | D          | \$41.88   | 381,048.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 300   | D          | \$41.9    | 380,748.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 900   | D          | \$41.91   | 379,848.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 100   | D          | \$41.92   | 379,748.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 200   | D          | \$41.93   | 379,548.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 500   | D          | \$41.94   | 379,048.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 1,100   | D          | \$41.96   | 377,948.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 115   | D          | \$41.975  | 377,833.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 543   | D          | \$41.98   | 377,290.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 1,200   | D          | \$41.99   | 376,090.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 610   | D          | \$42      | 375,480.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 590   | D          | \$42.01   | 374,890.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 4,200   | D          | \$42.02   | 370,690.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 1,100   | D          | \$42.0205 | 369,590.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 1,136   | D          | \$42.03   | 368,454.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 600   | D          | \$42.0304 | 367,854.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 200   | D          | \$42.04   | 367,654.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 369   | D          | \$42.05   | 367,285.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 2,600   | D          | \$42.06   | 364,685.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 1,200   | D          | \$42.07   | 363,485.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 2,800   | D          | \$42.08   | 360,685.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 1,800   | D          | \$42.09   | 358,885.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 2,600   | D          | \$42.1    | 356,285.7251  | D  |   |
| Common Stock                    | 10/25/2011                           |  | S                              |   | 1,600   | D          | \$42.11   | 354,685.7251  | 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          | Title   | Amount or Number of Shares |  |  |   |  |
| Stock Option (Right to Buy)                | \$33.96  | 10/25/2011                           |  | M                              |   |  | 150,000 | (1)  | 02/19/2012               | Common Stock  | 150,000                    | \$0.00                                     | 100,000  | D   |  |
| Stock Option (Right to Buy)                | \$33.96  | 10/26/2011                           |  | M                              |   |  | 100,000 |  | 02/19/2007<br>02/19/2012 | Common Stock  | 100,000                    | \$0.00                                     | 0  | D   |  |

**Explanation of Responses:**

1. 31,250 became exercisable on 2/19/03, 31,250 on 2/19/04, 31,250 on 2/19/05, 31,250 on 2/19/06 and 25,000 on 2/19/07.

**Remarks:**

Form 2 of 9

Kenneth C. Hunt (pursuant to  
Power of Attorney previously filed)      10/27/2011

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.