

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

| | | | |
|---|---|---|---|
| 1. Name and Address of Reporting Person* <u>PINOLA RICHARD J</u> | 2. Date of Event Requiring Statement (Month/Day/Year) 02/18/2004 | 3. Issuer Name and Ticker or Trading Symbol <u>MANPOWER INC /WI/ [MAN]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> Officer (give title below) <u>CEO Right Management Consult.</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |
| (Last) (First) (Middle) <u>1818 MARKET STREET</u> <u>33RD FLOOR</u> | (Street) <u>PHILADELPHIA PA</u> <u>19103</u> | (City) (State) (Zip) | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 349,662 ⁽¹⁾⁽²⁾ | D | |
| Common Stock | 2,614 ⁽¹⁾ | I | Held in Trust |

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Stock Options (Right to Buy) ⁽³⁾ | 01/22/2004 | 10/23/2005 | Common Stock | 294,182 | 10.79 | D |
| Stock Options (Right to Buy) ⁽³⁾ | 01/22/2004 | 01/03/2006 | Common Stock | 80,312 | 11.59 | D |
| Stock Options (Right to Buy) ⁽³⁾ | 01/22/2004 | 02/05/2007 | Common Stock | 55,306 | 14.15 | D |
| Stock Options (Right to Buy) ⁽³⁾ | 01/22/2004 | 06/30/2008 | Common Stock | 32,687 | 10.14 | D |
| Stock Options (Right to Buy) ⁽³⁾ | 01/22/2004 | 12/31/2008 | Common Stock | 65,374 | 10.89 | D |
| Stock Options (Right to Buy) ⁽³⁾ | 01/22/2004 | 01/10/2009 | Common Stock | 32,687 | 11.8 | D |
| Stock Options (Right to Buy) ⁽³⁾ | 01/22/2004 | 12/14/2009 | Common Stock | 65,374 | 8.42 | D |
| Stock Options (Right to Buy) ⁽³⁾ | 01/22/2004 | 07/25/2011 | Common Stock | 21,791 | 27.54 | D |
| Stock Options (Right to Buy) ⁽³⁾ | 01/22/2004 | 10/07/2011 | Common Stock | 21,791 | 37.77 | D |
| Stock Options (Right to Buy) ⁽³⁾ | 01/22/2004 | 10/23/2011 | Common Stock | 58,111 | 37.82 | D |
| Stock Options (Right to Buy) ⁽³⁾ | 01/22/2004 | 07/24/2012 | Common Stock | 14,528 | 36.42 | D |
| Stock Options (Right to Buy) ⁽³⁾ | 01/22/2004 | 10/22/2012 | Common Stock | 14,528 | 33.4 | D |
| Stock Options (Right to Buy) | (4) | 01/21/2014 | Common Stock | 150,000 | 48.24 | D |

Explanation of Responses:

- Stock of Manpower Inc. ("Manpower") received pursuant to an offer (the "Offer") from Hoosier Acquisition Corp. ("Hoosier"), a wholly owned subsidiary of Manpower to exchange each share of common stock of Right Management Consultants, Inc. ("Right") for 0.3874 of a share of Manpower common stock (the "Exchange Rate").
- Up to 87,165 of the shares owned by Mr. Pinola are subject to the forward sale arrangements entered into by Mr. Pinola with a counter party. Under these arrangements, Mr. Pinola will be required to deliver up to 87,165 shares to the counter party in three tranches on specified dates in August and September, 2004.
- As of the effective time of the merger of Right and Hoosier, subsequent to the consummation of the Offer, each option (a "Right Option"), which fully vested (to the extent not already vested) upon the consummation of the Offer, was assumed by Manpower in the merger and converted to a fully vested and immediately exercisable option to acquire a number of shares of Manpower common stock equal to the product of the Exchange Rate and the number of shares subject to such Right Option (with any fractional shares rounded to the nearest whole share). The exercise price per share of Manpower common stock is equal to the aggregate exercise price for the shares or Right common stock subject to such Right Option, divided by the number of shares of Manpower common stock subject to such assumed Right Option.
- The option becomes exercisable as to 30,000 shares on 1/21/2006, 45,000 on 1/21/2007 and 75,000 on 1/21/2008.

Remarks:

Richard J. Pinola02/25/2004

** 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 5 (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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