

**UNITED STATES
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): April 19, 2005

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Securities Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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[MANPOWER logo]

PRESS RELEASE

FOR FURTHER INFORMATION

CONTACT:

Mike Van Handel
Chief Financial Officer
(414) 906-6305**FOR IMMEDIATE RELEASE****Manpower Reports 1st Quarter Results**

MILWAUKEE, WI, USA, April 19, 2005 – Manpower Inc. (NYSE: MAN) today reported that net income for the three months ended March 31, 2005 was \$32.2 million, or 35 cents per diluted share, compared to \$39.6 million, or 43 cents per diluted share, a year earlier. Revenues for the first quarter were \$3.8 billion, an increase of 13 percent from the year-earlier period.

Results for the first quarter were positively impacted by relatively stronger foreign currencies compared to the first quarter of 2004. On a constant currency basis, diluted earnings per share were 34 cents on a 9 percent improvement in revenues. Prior year results were favorably impacted by a non-operating gain of \$14.2 million (\$10.2 million net of income taxes), or 11 cents per diluted share.

Jeffrey A. Joerres, Manpower Chairman and Chief Executive Officer, said, “The Manpower organization achieved solid results for the first quarter. The U.S. and European teams performed very well. We continue to see strong results from Jefferson Wells where profits were four times last year’s results.

“We feel strongly that the investments we are making in the permanent recruitment business and office openings in emerging geographies will benefit the results of 2005. An important component to the success of the balance of 2005 will be the continued aggressive pursuit of our efficiency initiatives.

“Given the current trends, we anticipate our second quarter diluted earnings per share to be in the range of 63 to 67 cents, which includes an estimated favorable currency impact of 4 cents.”

In conjunction with its first quarter earnings release, Manpower will broadcast its conference call live over the Internet on April 19 at 7:30 a.m. CT (8:30 a.m. ET). Interested parties are invited to listen by logging on to <http://investor.manpower.com>.

Supplemental financial information referenced in the conference call can be found at <http://investor.manpower.com>.

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About Manpower Inc.

Manpower Inc. (NYSE: MAN) 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; organizational consulting services; and professional financial services. Manpower's worldwide network of 4,300 offices in 68 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 www.manpower.com.

Forward-Looking Statements

This news release contains statements, including earning projections, that are forward-looking in nature and, accordingly, are subject to risks and uncertainties regarding the Company's expected future results. The Company's actual results may differ materially from those described or contemplated in the forward-looking statements. Factors that may cause the Company's actual results to differ materially from those contained in the forward-looking statement can be found in the Company's reports filed with the SEC, including the information under the heading 'Forward-Looking Statements' in its Annual Report on Form 10-K for the year ended December 31, 2004, which information is incorporated herein by reference.

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Manpower Inc.
Results of Operations
(In millions, except per share data)

	Three Months Ended March 31			
	2005	2004	% Variance	
			Amount Reported	Constant Currency
			(Unaudited)	
Revenues from services (a)	\$3,758.7	\$3,334.1	12.7%	8.8%
Cost of services	3,076.7	2,717.6	13.2%	
Gross profit	682.0	616.5	10.6%	6.9%
Selling and administrative expenses	619.5	560.3	10.6%	7.0%
Operating profit	62.5	56.2	11.2%	6.4%
Interest and other expense (income)	11.7	(4.0)	N/A	
Earnings before income taxes	50.8	60.2	-15.7%	
Provision for income taxes	18.6	20.6	-10.0%	
Net earnings	\$ 32.2	\$ 39.6	-18.6%	-21.7%
Net earnings per share - basic	\$ 0.36	\$ 0.46	-21.7%	
Net earnings per share - diluted (b)	\$ 0.35	\$ 0.43	-18.6%	-21.6%
Weighted average shares - basic	89.8	85.9	4.6%	
Weighted average shares - diluted (b)	96.9	93.9	3.2%	

(a) Revenues from services include fees received from our franchise offices of \$8.3 million and \$8.2 million for the three months ended March 31, 2005 and 2004, respectively. These fees are primarily based on revenues generated by the franchise offices, which were \$349.8 million and \$321.5 million for the three months ended March 31, 2005 and 2004, respectively.

(b) Prior year figures have been restated to reflect the impact of applying the “if-converted” method to our convertible debentures.

Manpower Inc.
Operating Unit Results
(In millions)

Three Months Ended March 31

	% Variance			
	2005	2004	Amount Reported	Constant Currency
(Unaudited)				
Revenues from Services:				
United States (a)	\$ 475.9	\$ 474.6	0.3%	0.3%
France	1,247.5	1,136.5	9.8%	4.6%
EMEA	1,333.1	1,140.9	16.8%	11.8%
Jefferson Wells	92.7	50.5	83.7%	83.7%
Right	104.0	101.8	2.2%	-0.3%
Other Operations	505.5	429.8	17.6%	14.9%
	<u>\$3,758.7</u>	<u>\$3,334.1</u>	12.7%	8.8%
Operating Unit Profit:				
United States	\$ 4.9	\$ 2.8	74.6%	74.6%
France	27.5	28.8	-4.3%	-9.4%
EMEA	15.0	13.7	9.4%	4.3%
Jefferson Wells	8.1	2.0	N/A	N/A
Right	9.8	9.1	7.6%	5.1%
Other Operations	12.5	15.3	-18.3%	-20.2%
	<u>77.8</u>	<u>71.7</u>		
Corporate expenses	12.1	13.2		
Amortization of intangible assets	3.2	2.3		
	<u>62.5</u>	<u>56.2</u>	11.2%	6.4%
Interest and other expense (income) (b)	11.7	(4.0)		
	<u>\$ 50.8</u>	<u>\$ 60.2</u>		

(a) In the United States, revenues from services include fees received from the related franchise offices of \$5.4 million and \$6.2 million for the three months ended March 31, 2005 and 2004, respectively. These fees are primarily based on revenues generated by the franchise offices, which were \$277.6 million and \$263.0 million for the three months ended March 31, 2005 and 2004, respectively.

(b) The components of interest and other expense (income) were:

Interest expense	\$ 11.6	\$ 11.1
Interest income	(2.3)	(2.4)
Foreign exchange losses	0.8	0.1
Miscellaneous expenses (income), net	1.6	(12.8)
	<u>\$ 11.7</u>	<u>\$(4.0)</u>

Manpower Inc.
Consolidated Balance Sheets
(In millions)

	Mar. 31 2005	Dec. 31 2004
(Unaudited)		
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 396.8	\$ 531.8
Accounts receivable, net	3,002.4	3,227.8
Prepaid expenses and other assets	110.1	161.4
Future income tax benefits	111.4	96.5
Total current assets	3,620.7	4,017.5
Other assets:		
Goodwill and other intangible assets, net	1,286.0	1,297.0
Other assets	298.3	305.5
Total other assets	1,584.3	1,602.5
Property and equipment:		
Land, buildings, leasehold improvements and equipment	660.5	669.8
Less: accumulated depreciation and amortization	447.8	446.7
Net property and equipment	212.7	223.1
Total assets	\$5,417.7	\$5,843.1
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 724.5	\$ 687.1
Employee compensation payable	143.4	156.0
Accrued liabilities	447.6	505.7
Accrued payroll taxes and insurance	490.0	569.6
Value added taxes payable	406.7	457.8
Short-term borrowings and current maturities of long-term debt	215.6	225.7
Total current liabilities	2,427.8	2,601.9
Other liabilities:		
Long-term debt	411.8	676.1
Other long-term liabilities	383.2	391.1
Total other liabilities	795.0	1,067.2
Shareholders' equity:		
Common stock	1.0	1.0
Capital in excess of par value	2,322.3	2,296.4
Retained earnings	83.2	51.0
Accumulated other comprehensive income	78.0	109.4
Treasury stock, at cost	(289.6)	(283.8)
Total shareholders' equity	2,194.9	2,174.0
Total liabilities and shareholders' equity	\$5,417.7	\$5,843.1

Manpower Inc.
Consolidated Statements of Cash Flows
(In millions)

	Three Months Ended March 31	
	2005	2004
	(Unaudited)	
Cash Flows from Operating Activities:		
Net earnings	\$ 32.2	\$ 39.6
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	23.1	19.7
Amortization of discount on convertible debentures	1.9	1.9
Deferred income taxes	(9.8)	(3.6)
Provision for doubtful accounts	4.3	5.9
Other non-operating gains	—	(14.2)
Changes in operating assets and liabilities excluding the impact of acquisitions:		
Accounts receivable	120.7	39.9
Other assets	(15.4)	8.6
Other liabilities	(71.0)	(70.7)
	<u>86.0</u>	<u>27.1</u>
Cash provided by operating activities		
Cash Flows from Investing Activities:		
Capital expenditures	(19.2)	(12.3)
Acquisitions of businesses, net of cash acquired	(2.2)	(94.0)
Proceeds from sale of an equity interest	—	29.8
Proceeds from the sale of property and equipment	1.3	1.5
	<u>(20.1)</u>	<u>(75.0)</u>
Cash used by investing activities		
Cash Flows from Financing Activities:		
Net borrowings of short-term facilities and long-term debt	11.2	13.0
Cash paid to settle convertible debentures	(206.6)	—
Proceeds from settlement of swap agreements	50.7	—
Proceeds from stock option and purchase plans	6.6	23.2
Repurchases of common stock	(47.2)	—
	<u>(185.3)</u>	<u>36.2</u>
Cash (used) provided by financing activities		
Effect of exchange rate changes on cash	(15.6)	(4.8)
Change in cash and cash equivalents	(135.0)	(16.5)
Cash and cash equivalents, beginning of period	531.8	426.2
Cash and cash equivalents, end of period	<u>\$ 396.8</u>	<u>\$ 409.7</u>

**MANPOWER**

Manpower Inc. 2005 1st Quarter Results April 19, 2005

Forward Looking Statement:

This presentation includes forward-looking statements which are subject to risks and uncertainties. Actual results might differ materially from those projected in the forward-looking statements. Forward-looking statements can be identified by words such as "expect," "plan," "may," "will," and similar expressions. Additional information concerning factors that could cause actual results to materially differ from those in the forward-looking statements is contained in the Company's Annual Report on Form 10-K dated December 31, 2004, which information is incorporated herein by reference, and such other factors as may be described from time to time in the Company's SEC filings.

Consolidated Financial Highlights

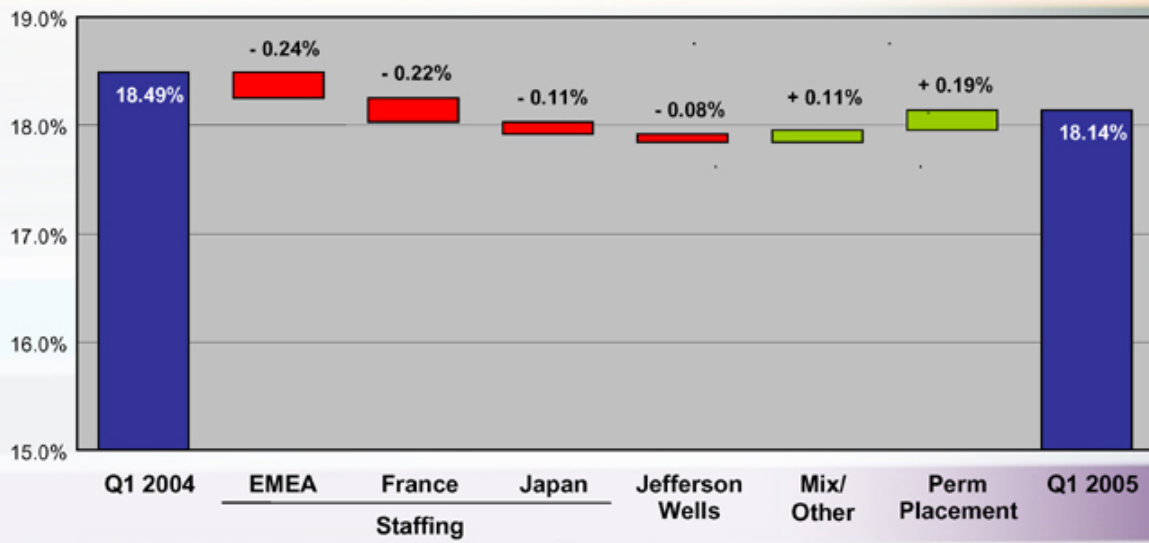
		Q1 Highlights
↑ 13%	↑ 9% CC	Revenue \$3.8B
↓ 40 bps		Gross Margin 18.1%
↑ 11%	↑ 6% CC	OUP Profit \$63M
No Change		OUP Profit Margin 1.7%
↑ 9%*	↑ 6% CC*	EPS \$.35

Throughout this presentation, the difference between reported variances and Constant Currency (CC) variances represents the impact of currency on our financial results. Constant Currency is further explained on our Web site.

*Excludes 2004 non-recurring gains of \$10.2M after tax, or 11 cents per share.

Consolidated Financial Highlights

Gross Profit Margin Change



Consolidated Financial Highlights

- **We made investments in the first quarter as anticipated:**
 - 70 new offices
 - 200+ permanent recruiters
- **Expense and efficiency initiatives progressing and having positive impacts.**
- **Overall market is still optimistic, however, customers and prospects are continuing to be measured in their personnel decisions.**

United States Segment

	Q1 Financial Highlights
↑ 0.3%	Revenue \$476M
↑ 75%	OUP \$5M
↑ 40 bps	OUP Margin 1.0%

Operating Unit Profit (OUP) is the measure that we use to evaluate segment performance. OUP is equal to segment revenues less direct costs and branch and national headquarters operating costs.

France Segment

	Q1 Financial Highlights
↑ 10% ↑ 5% CC	Revenue \$1.2B
↓ 4% ↓ 9% CC	OUP \$28M
↓ 30 bps	OUP Margin 2.2%

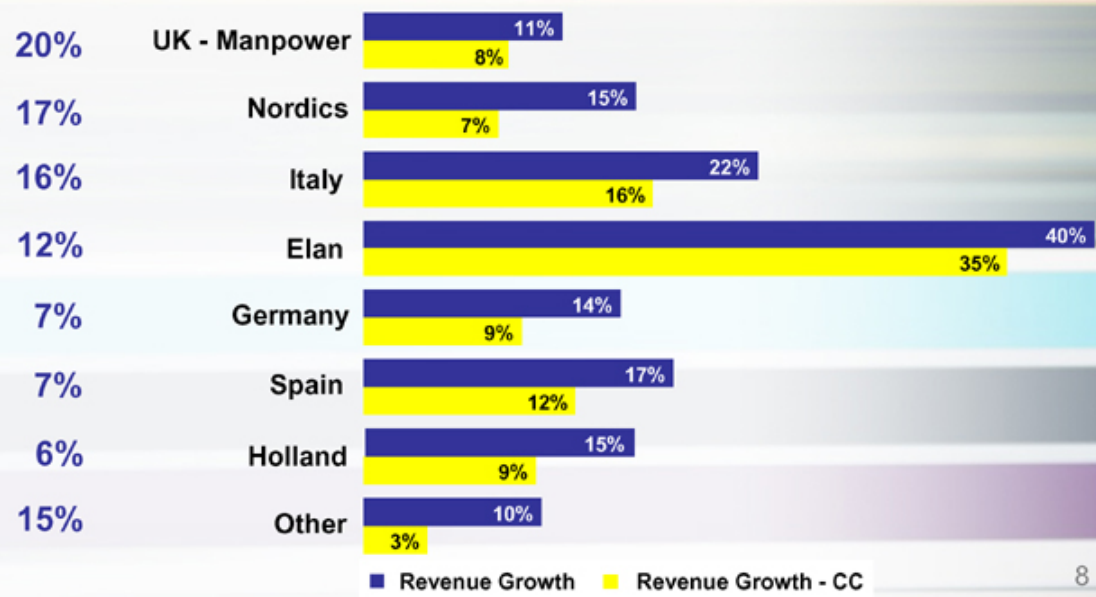
EMEA Segment

	Q1 Financial Highlights
↑ 17%	Revenue \$1.3B
↑ 12% CC	
↑ 9%	OUP \$15M
↑ 4% CC	
↓ 10 bps	OUP Margin 1.1%

EMEA Segment

% of Segment Revenue

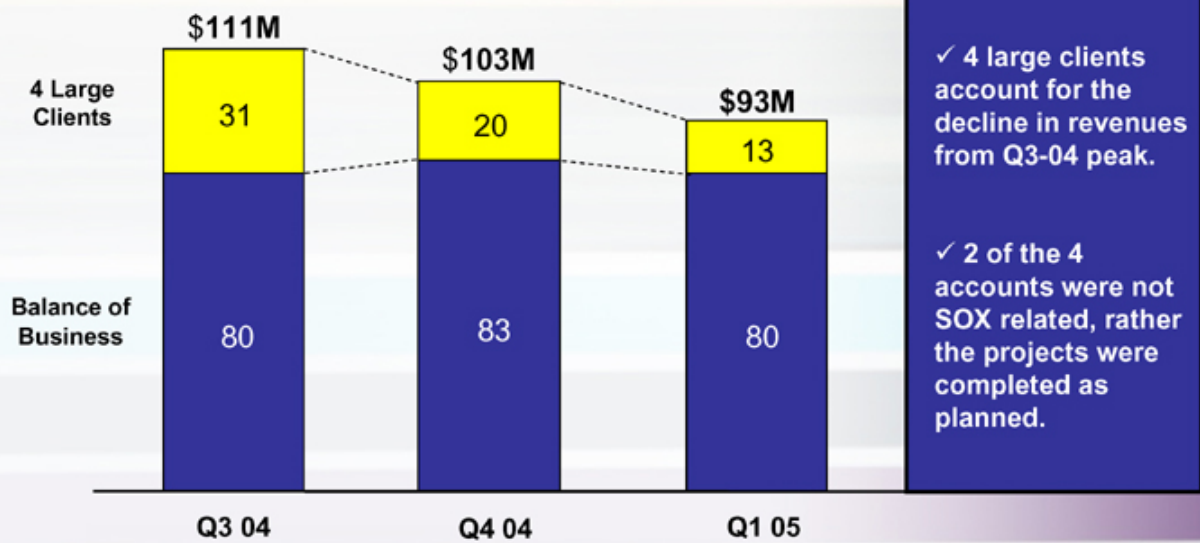
Q1 Revenue Growth YoY



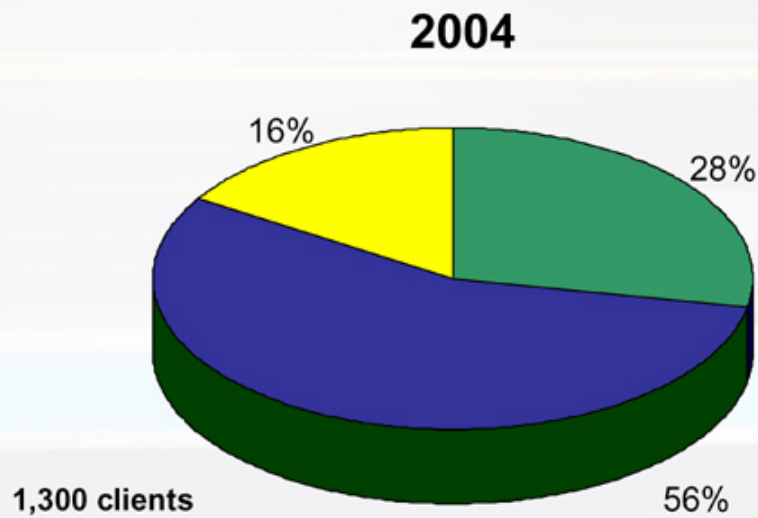
Jefferson Wells Segment

		Q1 Financial Highlights
↑	84%	Revenue \$93M
↑	300%	OUP \$8M
↑	470 bps	OUP Margin 8.7%

Jefferson Wells – Revenue Trend



Jefferson Wells – Client Mix



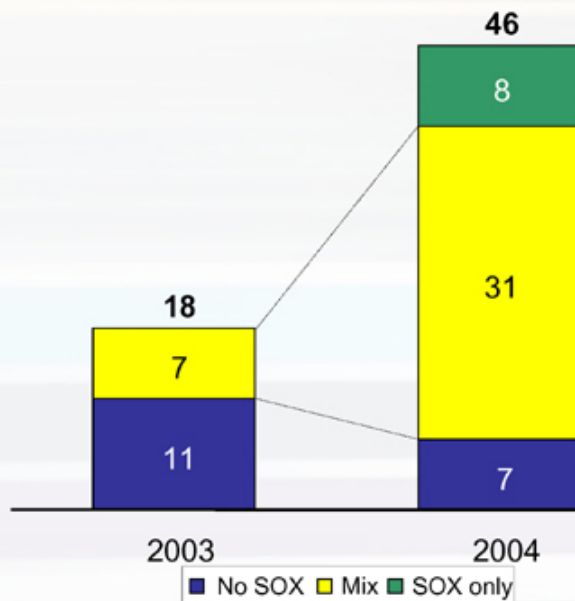
- Sox only clients
- Clients with no SOX work
- Clients with SOX and Non-SOX engagements

✓ Client base nearly doubled in 2004 from 700 in 2003 to 1,300 in 2004. 167 new clients were added in the first quarter of 2005.

✓ Strong blue chip client base, serving 70% of Fortune 20 and 45% of Fortune 100 companies.

Jefferson Wells - Client Mix

Number of Clients Over \$1M



✓ Most large accounts are using a mix of SOX and other service offerings.

✓ Top 20 clients, on average, used 7 different service offerings and had 213 separate engagements in 2004.

Jefferson Wells – Future Outlook

- **Jefferson Wells' market position is strong and future growth prospects are solid.**
- **Pipeline of sales opportunities are currently at record levels.**
- **Transitioning contractors to full-time staff to support future growth.**
- **Retention program implemented to retain highly skilled salaried professionals.**

Right Management Segment

	Q1 Financial Highlights
↑ 2.2%	Revenue \$104M
↓ 0.3% CC	
↑ 8%	OUP \$10M
↑ 5% CC	
↑ 40 bps	OUP Margin 9.4%

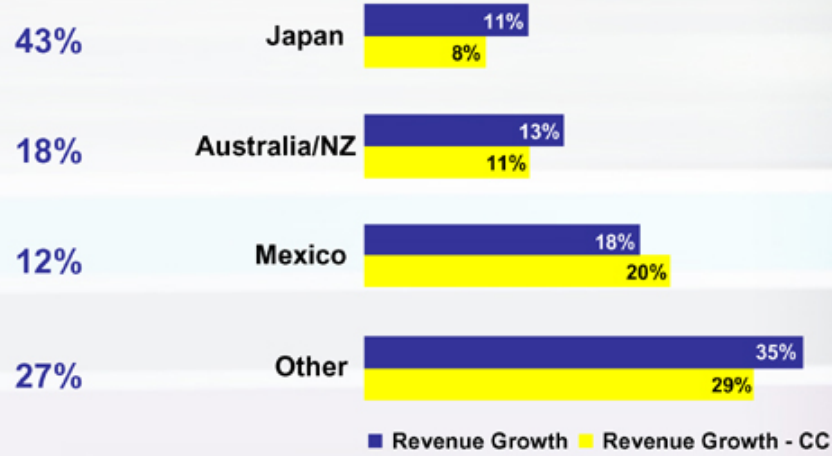
Other Operations Segment

	Q1 Financial Highlights
↑ 18% ↑ 15% CC	Revenue \$506M
↓ 18% ↓ 20% CC	OUP \$13M
↓ 110 bps	OUP Margin 2.5%

Other Operations Segment

% of Segment
Revenue

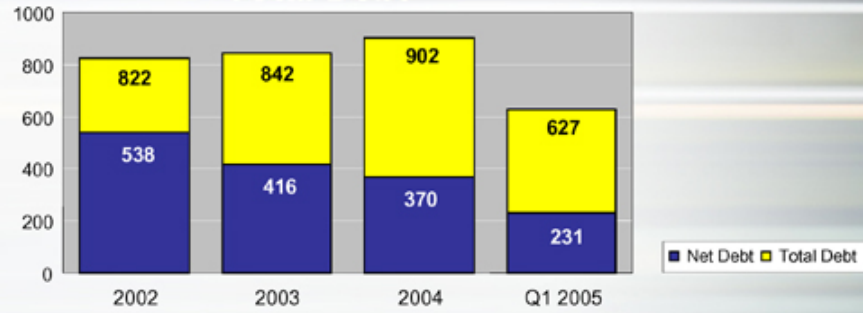
Q1 Revenue Growth YoY



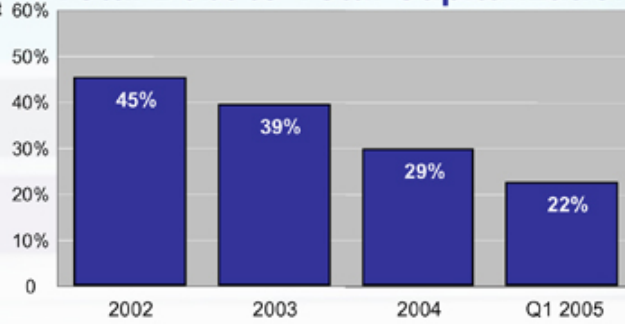
Financial Highlights

Balance Sheet Highlights – Q1

\$ in millions **Total Debt**



Percent **Total Debt to Total Capitalization**



Cash Flow Summary - Q1

(in millions)	2005	2004
Cash from Operations	\$ 86	\$ 27
Capital Expenditures	<u>(19)</u>	<u>(12)</u>
Free Cash Flow	67	15
Share Repurchases *	(47)	-
Change in Debt	(145)	13
Other	<u>(10)</u>	<u>(45)</u>
Decrease in Cash	<u>\$ (135)</u>	<u>\$ (17)</u>

* 1,065,000 shares

Second Quarter Outlook

Revenue	
U.S.	Up 1-3%
France	Up 11-14% (Up 3-6% CC)
EMEA	Up 19-21% (Up 11-13% CC)
Jefferson Wells	Up 15-20%
Right	Down 11-13% (Down 13-15% CC)
Other	Up 17-19% (Up 12-14% CC)
Total	Up 12-14% (Up 6-8% CC)
Gross Profit Margin	18.1 - 18.3%
Operating Profit Margin	2.5 - 2.7%
Tax Rate	36.5%
EPS	\$.63 - \$.67 (\$.04 Currency)

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**Manpower Inc.
2005 1st Quarter Results
April 19, 2005**

Questions

