

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): February 28, 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))

Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation.

Pursuant to Section 3.01 of the Indenture dated as of August 17, 2001 by and between Manpower Inc. (the “Company”) and Citibank, N.A. (the “Trustee”) relating to the Zero Coupon Convertible Debentures due August 21, 2021 of the Company (the “Debentures”), the Company instructed the Trustee to give notice to the holders of the Debentures that the Company has elected to redeem on March 30, 2005 (the “Redemption Date”) 100% of the aggregate principal amount at maturity of the Debentures at a redemption price equal to \$613.99 per \$1,000 principal amount at maturity of Debentures (the “Redemption Price”). The Trustee delivered the notice of redemption to the holders of the Debentures on February 28, 2005.

As of February 28, 2005, there was \$435,244,000 in aggregate principal amount at maturity of Debentures outstanding. Redemption of all of the Debentures for cash at the Redemption Price would result in the payment by the Company to the holders of the Debentures of approximately \$267,235,463.

The Debentures may be converted at any time before the close of business on March 29, 2005. Holders who want to convert their Debentures must satisfy the requirements set forth in Paragraph 8 of the Debentures. The conversion rate is 13.9559 shares of Company common stock per \$1,000 principal amount at maturity of Debentures. Conversion of all of the Debentures at the conversion rate would result in the issuance of approximately 6,074,222 shares of Company common stock.

The Debentures must be surrendered to the paying agent to collect the Redemption Price. The paying agent is Citibank Agency and Trust, 388 Greenwich Street, 14th Floor, New York, New, York 10013. Unless the Company defaults in making payment of the Redemption Price, original issue discount on the Debentures will cease to accrue on and after the Redemption Date.

The Indenture (to which the form of Debenture is attached) and a copy of the press release announcing the redemption of the Debentures are attached hereto as exhibits and incorporated herein by reference.

Item 9.01 Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Indenture dated as of August 17, 2001 by and between Manpower Inc. and Citibank, N.A., incorporated by reference to the Company’s Registration Statement on Form S-3 (Registration No. 333-71040) filed on October 5, 2001.
99.1	Press Release dated February 28, 2005.

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.

Dated: March 1, 2005

MANPOWER INC.

By: /s/ Michael J. Van Handel

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

EXHIBIT INDEX

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99.1	Press Release dated February 28, 2005.



FOR IMMEDIATE RELEASE

Contact:
Mike Van Handel
Chief Financial Officer
Manpower Inc.
414-906-6305

Manpower Inc. to Redeem Zero Coupon Convertible Debentures

MILWAUKEE, WI, USA, February 28, 2005 – Manpower Inc. (NYSE: MAN) today announced that it has elected to redeem its Zero Coupon Convertible Debentures due August 17, 2021 (“Debentures”) at a redemption price of \$613.99 per \$1,000 of principal amount at maturity of Debentures. The redemption date will be March 30, 2005.

Under the Indenture, the Debentures may be converted at any time before the close of business on March 29, 2005 at a conversion rate of 13.9559 shares of Manpower common stock per \$1,000 of principal amount at maturity of Debentures. Holders who want to convert must satisfy the requirements set forth in the Debentures.

The Debentures must be surrendered to the paying agent to collect the redemption price. Unless Manpower defaults in making payment of the redemption price, original issue discount on the Debentures will cease to accrue on and after the redemption date.

The CUSIP number of the Rule 144 Debentures is 56418H AB 6 and the CUSIP number of the registered Debentures is 56418H AC 4. The address of the trustee and paying agent is Citibank Agency and Trust, 388 Greenwich Street, 14th Floor, New York, New York 10013. Manpower has provided Citibank Agency and Trust with a notice of redemption.

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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; and professional financial 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 www.manpower.com.