

As filed with the Securities and Exchange Commission on July 19, 2005

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
under
The Securities Act of 1933

MANPOWER INC.

(Exact Name of Registrant as Specified in Charter)

Wisconsin
(State of Incorporation)

39-1672779
(I.R.S. Employer Identification No.)

5301 North Ironwood Road
Milwaukee, Wisconsin
(Address of Principal Executive Offices)

53217
(Zip Code)

1990 EMPLOYEE STOCK PURCHASE PLAN

Michael J. Van Handel
Manpower Inc.
5301 North Ironwood Road
Milwaukee, Wisconsin 53217
(414) 961-1000

(Name, address and telephone number, including area code, of agent for service)

With copies to:
Kenneth C. Hunt
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202
(414) 273-3500

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock \$.01 par value	650,000	\$42.42(1)	\$27,573,000	\$3,245.34(1)

(1) Registration fee calculated pursuant to Rule 457(c) under the Securities Act of 1933, as amended. The registration fee is based on the average of the high and low price of a share of Manpower Inc. common stock on July 15, 2005 on the New York Stock Exchange.

**INCORPORATION OF CERTAIN
INFORMATION BY REFERENCE**

This Registration Statement is being filed pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended. The information in the Registration Statement on Form S-8 filed by Manpower Inc. (Registration No. 333-31021) pursuant to the Securities Act of 1933, as amended, on July 10, 1997, is incorporated by reference into this Registration Statement.

Exhibits

- 4.1 1990 Employee Stock Purchase Plan (incorporated by reference to the Manpower Inc. Proxy Statement on Schedule 14A for the 2005 Annual Meeting of Shareholders held on April 26, 2005, filed on March 15, 2005)
- 5.1 Opinion of Godfrey & Kahn, S.C.
- 23.1 Consent of Godfrey & Kahn, S.C. (included in Exhibit 5.1)
- 23.2 Consent of PricewaterhouseCoopers LLP
- 24.1 Powers of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on July 19, 2005.

MANPOWER INC.

By: /s/ Jeffrey A. Joerres
Jeffrey A. Joerres
Chairman, President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeffrey A. Joerres</u> Jeffrey A. Joerres	Chairman, President and Chief Executive Officer and a Director (Principal Executive Officer)	July 19, 2005
<u>/s/ Michael J. Van Handel</u> Michael J. Van Handel	Executive Vice President, Chief Financial Officer and Secretary (Principal Financial Officer and Principal Accounting Officer)	July 19, 2005

Directors: J. Thomas Bouchard, Rozanne L. Ridgway, Marc J. Bolland, Stephanie A. Burns, Jack M. Greenberg, Willie D. Davis, Terry A. Hueneke, Dennis Stevenson, John R. Walter and Edward J. Zore

By: /s/ Michael J. Van Handel
Michael J. Van Handel
Attorney-In-Fact* July 19, 2005

*Pursuant to authority granted by powers of attorney, copies of which are filed herewith.

EXHIBIT INDEX

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GODFREY & KAHN, S.C.
MILWAUKEE
APPLETON
GREEN BAY
WAUKESHA
LAFOLLETTE GODFREY & KAHN
MADISON

July 19, 2005

Manpower Inc.
5301 North Ironwood Road
Milwaukee, Wisconsin 53217

Ladies and Gentlemen:

We have acted as your counsel in connection with the offer by Manpower Inc., a Wisconsin corporation (the "Company"), of up to 650,000 shares of common stock, \$.01 par value (the "Shares"). The Shares are to be issued pursuant to the 1990 Employee Stock Purchase Plan of Manpower Inc. (the "Plan") as described in the Company's Prospectus (the "Prospectus"), including all amendments and supplements thereto, relating to the Company's Registration Statement on Form S-8, to be filed with the Securities and Exchange Commission on or about July 19, 2005 (the "Registration Statement").

We have examined: (a) the Plan, the Prospectus and the Registration Statement, (b) the Company's Amended and Restated Articles of Incorporation and Amended and Restated By-Laws, each as amended to date, (c) certain resolutions of the Company's Board of Directors, and (d) such other proceedings, documents and records as we have deemed necessary to enable us to render this opinion.

Based on the foregoing, we are of the opinion that the Shares are duly authorized and, upon issuance in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable, subject to Section 180.0622(2)(b) of the Wisconsin Statutes, or any successor provision. Section 180.0622(2)(b) of the Wisconsin Statutes provides that shareholders of a corporation may be assessed up to the par value of their shares to satisfy the obligations of such corporation to its employees for services rendered, but not exceeding six months service in the case of any individual employee. Certain Wisconsin courts have interpreted "par value" to mean the full amount paid by the purchaser of shares upon issuance thereof.

We consent to the use of this opinion as an exhibit to the Registration Statement. In giving this consent, however, we do not admit that we are "experts" within the meaning of Section 11 of the Securities Act of 1933, as amended, or within the category of persons whose consent is required by Section 7 of said Act.

Very truly yours,

/s/ Godfrey & Kahn, S.C.

GODFREY & KAHN, S.C.

[PricewaterhouseCoopers Logo]

PricewaterhouseCoopers LLP
100 E. Wisconsin Ave., Suite 1500
Milwaukee, WI 53202
Telephone (414) 212 1600

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 16, 2005 relating to the financial statements, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which appears in the 2004 Annual Report to Shareholders of Manpower Inc., which is incorporated by reference in Manpower Inc.'s Annual Report on Form 10-K for the year ended December 31, 2004. We also consent to the incorporation by reference of our report dated February 16, 2005 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K.

/s/ Pricewaterhouse Coopers LLP

PricewaterhouseCoopers LLP
Milwaukee, Wisconsin
July 19, 2005

POWER OF ATTORNEY
(Form S-8 for the 1990 Employee Stock Purchase Plan)

Each of the undersigned directors of Manpower Inc. (the "Company") designates each of Jeffrey A. Joerres and Michael J. Van Handel, with the power of substitution, as the undersigned's true and lawful attorney-in-fact for the purpose of: (i) executing in the undersigned's name and on the undersigned's behalf the Company's Registration Statement on Form S-8 relating to the 1990 Employee Stock Purchase Plan and any related amendments (including post-effective amendments) and/or supplements to said Form S-8; (ii) generally doing all things in the undersigned's name and on the undersigned's behalf in the undersigned's capacity as a director to enable the Company to comply with the provisions of the Securities Exchange Act of 1934, as amended, the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission; and (iii) ratifying and confirming the undersigned's signature as it may be signed by the attorney-in-fact to the Form S-8 and any related amendments (including post-effective amendments) and/or supplements thereto.

IN WITNESS WHEREOF, the undersigned have each executed this Power of Attorney for Registration Statement on Form S-8, on one or more counterparts, as of the 14th day of January, 2005.

/s/ Marc J. Bolland
Marc J. Bolland

/s/ J. Thomas Bouchard
J. Thomas Bouchard

/s/ Stephanie A. Burns
Stephanie A. Burns

/s/ Willie D. Davis
Willie D. Davis

/s/ Jack M. Greenberg
Jack M. Greenberg

/s/ Terry A. Hueneke
Terry A. Hueneke

/s/ Jeffrey A. Joerres
Jeffrey A. Joerres

/s/ Rozanne L. Ridgeway
Rozanne L. Ridgeway

/s/ Dennis Stevenson
Dennis Stevenson

/s/ John R. Walter
John R. Walter

/s/ Edward J. Zore
Edward J. Zore