

MICHAELY YOAV
Form 4
February 01, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MICHAELY YOAV

(Last) (First) (Middle)

MANPOWER INC., 5301 N. IRONWOOD ROAD

(Street)

MILWAUKEE, WI 53217

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MANPOWER INC /WI/ [MAN]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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	01/31/2006		M		10,000 A \$ 41	D	90,364.4574
Common Stock	01/31/2006		M		24,000 A \$ 29.56	D	114,364.4574
Common Stock	01/31/2006		M		7,500 A \$ 33.96	D	121,864.4574
Common Stock	01/31/2006		M		7,625 A \$ 31.16	D	129,489.4574
Common Stock	01/31/2006		S		39,925 D \$ 53.5	D	89,564.4574
Common Stock	01/31/2006		S		5,100 D	D	84,464.4574

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Common Stock					\$ 53.51		
Common Stock	01/31/2006	S	2,800	D	\$ 53.52	81,664.4574	D
Common Stock	01/31/2006	S	1,200	D	\$ 53.53	80,464.4574	D
Common Stock	01/31/2006	S	100	D	\$ 53.54	80,364.4574	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 41	01/31/2006		M	10,000	<u>(1)</u> 04/23/2008	Common Stock	10,000
Stock Option (Right to Buy)	\$ 29.56	01/31/2006		M	24,000	<u>(2)</u> 10/20/2010	Common Stock	24,000
Stock Option (Right to Buy)	\$ 33.96	01/31/2006		M	7,500	<u>(3)</u> 02/19/2012	Common Stock	7,500
Stock Option (Right to Buy)	\$ 31.16	01/31/2006		M	7,625	<u>(4)</u> 02/18/2013	Common Stock	7,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MICHAELY YOAV MANPOWER INC. 5301 N. IRONWOOD ROAD MILWAUKEE, WI 53217			Executive Vice President	

Signatures

/s/ Michael J. Van Handel (pursuant to Power of Attorney previously filed)	02/01/2006
**Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) 3,333 shares were exercisable on 4/23/99 and 4/23/00 and 3,334 shares were exercisable on 4/23/01.
- (2) 6,000 shares were exercisable on 10/20/2001, 10/20/2002, 10/20/2003 and 10/20/2004.
- (3) 2,500 shares were exercisable on 2/19/2003, 2/19/2004 and 2/19/2005 and the remaining 2,500 shares will be exercisable on 2/19/2006.
- (4) 3,812 shares were exercisable on 2/18/04, 3,813 were exercisable on 2/18/05, 3,812 will become exercisable on 2/18/06 and 3,813 will become exercisable on 2/18/07.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.