

SWAN MARA E
Form 3/A
January 20, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>SWAN MARA E</p> <p>(Last) (First) (Middle)</p> <p>100 MANPOWER PLACE</p> <p>(Street)</p> <p>MILWAUKEE, WI 53212</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/17/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MANPOWER INC /WI/ [MAN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Executive Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>12/29/2008</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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 ⁽¹⁾	15,500	D	^

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

SEC 1473 (7-02)

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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 of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy) ⁽²⁾	Â ⁽³⁾	10/24/2015	Common Stock	50,000	\$ 43.9	D	Â
Stock Option (Right to Buy) ⁽²⁾	Â ⁽⁴⁾	02/14/2016	Common Stock	22,071	\$ 52.78	D	Â
Stock Option (Right to Buy) ⁽²⁾	Â ⁽⁵⁾	02/14/2017	Common Stock	12,000	\$ 76.3	D	Â
Stock Option (Right to Buy) ⁽²⁾	Â ⁽⁶⁾	02/20/2018	Common Stock	18,000	\$ 56.64	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWAN MARA E 100 MANPOWER PLACE MILWAUKEE, WI 53212	Â	Â	Â Executive Vice President	Â

Signatures

Kenneth C. Hunt (pursuant to Power of Attorney previously filed) 01/20/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Restricted Stock under the 2003 Equity Incentive Plan of Manpower Inc. (the "2003 Plan"). 5,000 shares become exercisable on 2/14/2009; 6,000 shares become exercisable on 2/14/2010; and 4,500 shares become exercisable on 2/20/2011.

(2) Stock Option grant under the 2003 Plan.

(3) 35,000 shares are currently exercisable and the remaining 15,000 shares become exercisable on 10/24/2009.

(4) 11,035 shares are currently exercisable; 5,518 become exercisable on 2/14/2009; and 5,518 become exercisable on 2/14/2010.

(5) 3,000 shares are currently exercisable, 3,000 become exercisable on 2/14/2009; 3,000 become exercisable on 2/14/2010; and 3,000 become exercisable on 2/14/2011.

(6) 4,500 become exercisable on 2/20/2009; 4,500 become exercisable on 2/20/2010; 4,500 become exercisable on 2/20/2011; and 4,500 become exercisable on 2/20/2012.

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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