BOUCHARD J THOMAS

Form 4

January 05, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

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Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

BOUCHARD J THOMAS		2. Issuer Name and Ticker or Trading Symbol					ıg	Issuer						
			MANPOWER INC /WI/ [MAN]					1]	(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction						C)					
			(Month/Day/Year)						_X_ Director 10% Owner Officer (give title below) Other (specify below)					
44 SOUTH STREET			01/01/2010											
	(Street)		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check								
			Filed(Month/Day/Year)					Applicable Line)						
LITCHFIEL	D, CT 06759							_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Table	e I - Non-l	De	rivative S	ecuri	ties Ac	es Acquired, Disposed of, or Beneficially Owned					
1.Title of	2. Transaction D			3. 4. Securities				5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial				
Security (Instr. 3)	(Month/Day/Yea	ar) Executi any	Execution Date, if		TransactionAcquired (A) or Code Disposed of (D)									
(111541. 3)		(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				Owned	Indirect (I)	Ownership						
								Following Reported	(Instr. 4)	(Instr. 4)				
							(A)		Transaction(s)					
				Code V	V	Amount	or (D)	Price	(Instr. 3 and 4)					
Common Stock	01/01/2010			M		1,391	A	<u>(8)</u>	16,495	D				
											By Spouse			
Common									1,030	I	as Trustee			
Stock									1,030	1	of Family			
											Trust			
Common									13,000	I	By GRAT			
Stock									. ,		J ======			
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.														
r	1					,		, ,	J					

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(9-02)

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displays a currently valid OMB control number.

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number forDerivative Securities Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock	(1)	01/01/2010		A(2)	1,832		<u>(1)</u>	<u>(1)</u>	Common Stock	1,832
Deferred Stock	<u>(4)</u>	01/01/2010		A(5)	5		<u>(4)</u>	<u>(4)</u>	Common Stock	5
Deferred Stock	<u>(7)</u>	01/01/2010		A(5)	22		<u>(7)</u>	<u>(7)</u>	Common Stock	22
Deferred Stock	<u>(8)</u>	01/01/2010		M		1,391	01/01/2010	01/01/2010	Common Stock	1,391
Deferred Stock	<u>(9)</u>	01/01/2010		A(5)	29		<u>(9)</u>	<u>(9)</u>	Common Stock	29
Deferred Stock	<u>(10)</u>	01/01/2010		A(5)	47		(10)	(10)	Common Stock	47

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
BOUCHARD J THOMAS 44 SOUTH STREET	X						
LITCHFIELD, CT 06759							

Signatures

Kenneth C. Hunt (pursuant to Power of Attorney filed herewith) 01/05/2010

**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).

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- The shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2010 and will be settled in shares of Manpower common stock on a 1 for 1 basis on the earlier of January 1, 2013 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions (as defined below).
- Annual grant of deferred stock under the 2003 Equity Incentive Plan of Manpower Inc. (the "Plan") and the Terms and Conditions

 (2) Regarding the Grant of Awards to Non-Employee Directors under the Plan (Amended and Restated effective January 1, 2008) (the "Terms and Conditions").
- (3) Represents the Market Price (as defined in the Plan) on the last trading day of 2009.
- (4) The shares of deferred stock are fully vested on the date of grant and will be settled in shares of Manpower common stock on a 1 for 1 basis within 30 days after the reporting person's termination of service as a director.
- (5) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.
- (6) Represents the Average Trading Price (as defined in the Terms and Conditions).
- The shares of deferred stock are fully vested on the date of grant and will be settled in shares of Manpower common stock on a 1 for 1 basis as of the earlier of January 1, 2010 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- (8) Settlement of shares of deferred stock in shares of Manpower common stock on a 1 for 1 basis.
- The shares of deferred stock are fully vested on the date of grant and will be settled in shares of Manpower common stock on a 1 for 1 basis on the earlier of January 1, 2011 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
- The shares of deferred stock are fully vested on the date of grant and will be settled in shares of Manpower common stock on a 1 for 1 (10) basis on the earlier of January 1, 2012 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.

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.