

STEVENSON DENNIS
Form 4
February 07, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
STEVENSON DENNIS

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

LITTLE TUFTON HOUSE, 3
DEAN TRENCH STREET

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2006

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LONDON U.K., X0 SW1P 3HB

(City) (State) (Zip)

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 | 02/03/2006 | | M | 25,000 A \$ 28 | 57,257.3893 | D | |
| Common Stock | 02/03/2006 | | M | 5,000 A \$ 29.56 | 62,257.3893 | D | |
| Common Stock | 02/03/2006 | | M | 5,000 A \$ 28.7 | 67,257.3893 | D | |
| Common Stock | 02/03/2006 | | M | 40,000 A \$ 28.38 | 107,257.3893 | D | |
| Common Stock | 02/03/2006 | | S | 36,934 D \$ 53 | 70,323.3893 | D | |
| | 02/03/2006 | | S | 8,300 D | 62,023.3893 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------------|---|
| Common Stock | | | | | \$ 54.05 | | |
| Common Stock | 02/03/2006 | S | 2,100 | D | \$ 54.04 | 59,923.3893 | D |
| Common Stock | 02/03/2006 | S | 1,400 | D | \$ 53.06 | 58,523.3893 | D |
| Common Stock | 02/03/2006 | S | 1,100 | D | \$ 53.16 | 57,423.3893 | D |
| Common Stock | 02/03/2006 | S | 1,000 | D | \$ 53.08 | 56,423.3893 | D |
| Common Stock | 02/03/2006 | S | 700 | D | \$ 53.98 | 55,723.3893 | D |
| Common Stock | 02/03/2006 | S | 600 | D | \$ 53.09 | 55,123.3893 | D |
| Common Stock | 02/03/2006 | S | 600 | D | \$ 53.07 | 54,523.3893 | D |
| Common Stock | 02/03/2006 | S | 400 | D | \$ 53.97 | 54,123.3893 | D |
| Common Stock | 02/03/2006 | S | 400 | D | \$ 53.05 | 53,723.3893 | D |
| Common Stock | 02/03/2006 | S | 300 | D | \$ 53.99 | 53,423.3893 | D |
| Common Stock | 02/03/2006 | S | 300 | D | \$ 53.1 | 53,123.3893 | D |
| Common Stock | 02/03/2006 | S | 200 | D | \$ 53.03 | 52,923.3893 | D |
| Common Stock | 02/03/2006 | S | 100 | D | \$ 53.9 | 52,823.3893 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------------|----------|---|------------|-----|------------------|-----------------|-----------------------|----------------------------|
| Stock Options (right to buy) | \$ 28 | | 02/03/2006 | | M | 25,000 | 11/05/2001 11/05/2006 | Common Stock 25,000 |
| Stock Options (right to buy) | \$ 29.56 | | 02/03/2006 | | M | 5,000 | 10/20/2000 10/20/2010 | Common Stock 5,000 |
| Stock Options (right to buy) | \$ 28.7 | | 02/03/2006 | | M | 5,000 | 10/30/2001 10/30/2011 | Common Stock 5,000 |
| Stock Options (right to buy) | \$ 28.38 | | 02/03/2006 | | M | 40,000 | (1) 11/05/2011 | Common Stock 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STEVENSON DENNIS LITTLE TUFTON HOUSE 3 DEAN TRENCH STREET LONDON U.K., X0 SW1P 3HB | | X | | |

Signatures

Michael J. VanHandel (pursuant to Power of Attorney previously filed) 02/07/2006

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) The option is exercisable as to one-fifth of the shares on each anniversary of the date of grant and is immediately exercisable in full upon death, disability or the occurrence of a triggering event. If Reporting Person's tenure ends for any other reason before 11/5/2006, the option shall become immediately exercisable as to a prorated number of shares based on the time served during the one-year period (or partial-year period, if applicable), in which termination occurs.

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.