

DOMINGUEZ CARI M

Form 4

January 04, 2012

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOMINGUEZ CARI M

(Last) (First) (Middle)

**MANPOWER INC., 100
MANPOWER PLACE**

(Street)

MILWAUKEE, WI 53212

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MANPOWER INC /WI/ [MAN]

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

01/01/2012

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)

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	01/01/2012		M		3,082	A	<u>11</u> 7,176

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)**

Edgar Filing: DOMINGUEZ CARI M - Form 4

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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Deferred Stock	(2)	01/01/2012		A(3)	2,937	(3) (3)	Common Stock	2,937
Deferred Stock	(6)	01/01/2012		A(7)	52	(6) (6)	Common Stock	52
Deferred Stock	(1)	01/01/2012		M	3,082	01/01/2012 01/01/2012	Common Stock	3,082

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOMINGUEZ CARI M MANPOWER INC. 100 MANPOWER PLACE MILWAUKEE, WI 53212	X			

Signatures

/s/ Kenneth C. Hunt (pursuant to Power of Attorney previously
filed)

01/04/2012

__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) Settlement of shares of deferred stock in shares of ManpowerGroup common stock on a 1 for 1 basis.

The shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2012 and will be settled in
(2) shares of ManpowerGroup common stock on a 1 for 1 bases on the earlier of January 1, 2015 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 2011 Equity Incentive Plan of Manpower Inc. (the "Plan") and the Terms and Conditions
(3) Regarding the Grant of Awards to Non-Employee Directors under the Plan (Amended and Restated Effective February 16, 2011)(the
"Terms and Conditions").

(4) Represents the Average Trading Price (as defined in the Terms and Conditions).

(5) Represents the Market Price (as defined in the Plan) on the last trading day of 2011.

(6)

Edgar Filing: DOMINGUEZ CARI M - Form 4

The shares of deferred stock are fully vested on the date of grant and will be settled in shares of ManpowerGroup common stock on a 1 for 1 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.

(7) Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of dividends.

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.