

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-09** | Period of Report: **2013-01-01**
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REPORTING OWNER

MENDOZA ROBERTO G

CIK: **1102771**

Type: **4/A** | Act: **34** | File No.: **001-10686** | Film No.: **13520589**

Mailing Address
C/O JP MORGAN & CO
INCORPORATED
60 WALL STREET
NEW YORK NY 10260

ISSUER

MANPOWER INC /WI/

CIK: **871763** | IRS No.: **391672779** | State of Incorpor.: **WI** | Fiscal Year End: **1231**
SIC: **7363** Help supply services

Mailing Address
100 MANPOWER PLACE
MILWAUKEE WI 53212

Business Address
100 MANPOWER PLACE
MILWAUKEE WI 53212
414 961-1000

FORM 4

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

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person MENDOZA ROBERTO G			2. Issuer Name and Ticker or Trading Symbol MANPOWER INC /WI/ [MAN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2013			
MANPOWER INC., 100 MANPOWER PLACE			4. If Amendment, Date Original Filed(Month/Day/Year) 01/03/2013		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) MILWAUKEE, WI 53212						
(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)			

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Deferred Stock	(1)	01/01/2013		A (2)		2,474		(1)	(1)	Common Stock	2,474	\$42.44 (3)	2,474	D	
Deferred Stock	(4)	01/01/2013		A (5)		36		(4)	(4)	Common Stock	36	\$40.34 (6)	1,728	D	
Deferred Stock	(7)	01/01/2013		A (5)		40		(7)	(7)	Common Stock	40	\$40.34 (6)	1,929	D	
Deferred Stock	(8)	01/01/2013		A (5)		36		(8)	(8)	Common Stock	36	\$40.34 (6)	1,723	D	
Deferred Stock	(7)	01/01/2013		A (5)		19		(7)	(7)	Common Stock	19	\$40.34 (6)	923	D	

Deferred Stock	(9)	01/01/2013		<u>A</u> (10)	34		(9)	(9)	Common Stock	34	\$40.34 (6)	1,607	D	
Deferred Stock	(11)	01/01/2013		<u>A</u> (5)	50		(11)	(11)	Common Stock	50	\$40.34 (6)	2,987	D	

Explanation of Responses:

1. The shares of deferred stock vest in quarterly installments on the last day of each calendar quarter during 2013 and will be settled in shares of ManpowerGroup common stock on a 1 for 1 basis on the earlier of January 1, 2016 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).
2. Annual grant of deferred stock under the 2011 Equity Incentive Plan of Manpower Inc. and the Terms and Conditions Regarding the Grant of Awards to Non-Employee Directors under the Plan (Amended and Restated effective February 16, 2011) (the "Terms and Conditions").
3. Represents the Market Price (as defined in the Plan) on the last trading day of 2012.
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 on the earlier of January 1, 2019 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).
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).
7. 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, 2018 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. 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 April 28, 2017 or within 30 days after the reporting person's termination of service as a director, except as provided in the Terms and Conditions.
9. 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, 2019 or within 30 days after the reporting person's termination of service as a director, except as otherwise provided in the Terms and Conditions.
10. Receipt of deferred stock under the Plan and the Terms and Conditions in lieu of 100% of the Retainer (as defined in the Terms and Conditions) for 2012.
11. 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, 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).

Remarks:

This Amended Form 4 is being filed because the Form 4 filed January 1, 2013 incorrectly showed Mr. Mendoza receiving deferred stock on January 1, 2013 in lieu of his 2012 annual retainer. Mr. Mendoza elected to receive cash for his 2012 annual retainer.

Signatures

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

** Signature of Reporting Person

01/09/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.