

MICHAELY YOAV
Form 4
February 23, 2006

FORM 4

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

OMB APPROVAL

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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 *
MICHAELY YOAV

(Last) (First) (Middle)

MANPOWER INC., 5301 N. IRONWOOD ROAD

(Street)

MILWAUKEE, WI 53217

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2006

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)
Executive Vice President

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 | 02/22/2006 | | M | | 2,500 | A | \$ 33.96 |
| Common Stock | 02/22/2006 | | M | | 3,812 | A | \$ 31.16 |
| Common Stock | 02/22/2006 | | M | | 7,500 | A | \$ 44.08 |
| Common Stock | 02/22/2006 | | M | | 10,541 | A | \$ 44.37 |
| Common Stock | 02/22/2006 | | S | | 24,353 | D | \$ 53.5 |
| | | | | | 87,865.9128 | D | |
| | | | | | 91,677.9128 | D | |
| | | | | | 99,177.9128 | D | |
| | | | | | 109,718.9126 | D | |
| | | | | | 85,365.9128 | D | |

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

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(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, 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 33.96 | 02/22/2006 | | M | 2,500 | <u>(1)</u> 02/19/2012 | Common Stock | 2,500 |
| Stock Option (Right to Buy) | \$ 31.16 | 02/22/2006 | | M | 3,812 | <u>(2)</u> 02/18/2013 | Common Stock | 3,812 |
| Stock Option (Right to Buy) | \$ 44.08 | 02/22/2006 | | M | 7,500 | <u>(3)</u> 02/18/2014 | Common Stock | 7,500 |
| Stock Option (Right to Buy) | \$ 44.37 | 02/22/2006 | | M | 10,541 | <u>(4)</u> 02/16/2015 | Common Stock | 10,541 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MICHAELY YOAV MANPOWER INC. 5301 N. IRONWOOD ROAD MILWAUKEE, WI 53217 | | | Executive Vice President | |

Signatures

/s/ Michael J. VanHandel (pursuant to Power of Attorney previously filed)

02/23/2006

__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) This option became exercisable on 2/19/2006.
- (2) This option became exercisable as to 3,812 shares on 2/18/06 and will become exercisable as to 3,813 shares on 2/18/07.
- (3) This option became exercisable as to 3,750 shares on each of 2/18/2005 and 2/18/2006 and will become exercisable as to an additional 3,750 shares on each of 2/18/2007 and 2/18/2008.
- (4) This option became exercisable as to 10,541 shares on 2/16/2006 and will become exercisable as to an additional 10,542 shares on each of 2/16/2007, 2/16/2008 and 2/16/2009.

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.