

MANPOWER INC /WI/  
Form S-8  
September 04, 2009

As filed with the Securities and Exchange Commission on September 4, 2009

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT**

**under**

**The Securities Act of 1933**

**MANPOWER INC.**

(Exact Name of Registrant as Specified in Charter)

**Wisconsin**

(State of Incorporation)

**39-1672779**

(I.R.S. Employer Identification No.)

**100 Manpower Place**

**Milwaukee, Wisconsin**

(Address of Principal Executive Offices)

**53212**

(Zip Code)

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2003 EQUITY INCENTIVE PLAN

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**Kenneth C. Hunt**

**Manpower Inc.**

**100 Manpower Place**

**Milwaukee, Wisconsin 53212**

**(414) 961-1000**

(Name, address and telephone number, including area code, of agent for service)

**With copies to:**

**Dennis F. Connolly**

**Godfrey & Kahn, S.C.**

**780 North Water Street**

**Milwaukee, Wisconsin 53202**

**(414) 273-3500**

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$.01 par value	2,500,000	\$51.34 <sup>(1)</sup>	\$128,350,000	\$7,161.93 <sup>(1)</sup>

(1)

Registration fee calculated pursuant to Rule 457(c) under the Securities Act of 1933, as amended. The registration fee is based on the average of the high and low price of a share of Manpower Inc. common stock on September 1, 2009 on the New York Stock Exchange.

#### **INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement is being filed pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended. The information in the Registration Statement on Form S-8 filed by Manpower Inc. (Registration No. 333-105205) pursuant to the Securities Act of 1933 on May 13, 2003, is incorporated by reference into this Registration Statement.

The following supplements information disclosed in previous Registration Statements:

#### **Item 6. Indemnification of Directors and Officers**

Manpower Inc. has entered into indemnification agreements with each of its outside directors. The description of the indemnification agreement is contained in the Company's Current Report on Form 8-K dated October 31, 2006 and is incorporated by reference herein.

**Exhibits**

4.1

2003 Equity Incentive Plan of Manpower Inc. (Amended and Restated Effective April 28, 2009)

5.1

Opinion of Godfrey & Kahn, S.C.

23.1

Consent of Godfrey & Kahn, S.C. (included in Exhibit 5.1)

23.2

Consent of Deloitte & Touche LLP

24.1

Powers of Attorney

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on September 4, 2009.

MANPOWER INC.

By:

/s/ Jeffrey A. Joerres

Jeffrey A. Joerres

Chairman, President and

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeffrey A. Joerres</u> Jeffrey A. Joerres	Chairman, President and Chief Executive Officer and a Director (Principal Executive Officer)	September 4, 2009
<u>/s/ Michael J. Van Handel</u> Michael J. Van Handel	Executive Vice President and Chief Financial Officer	September 4, 2009

Directors:

Marc J. Bolland, Gina R. Boswell, J. Thomas Bouchard, Cari M. Dominguez, Jack M. Greenberg, Terry A. Hueneke, Roberto Mendoza, Ulice Payne, Jr., John R. Walter and Edward J. Zore

By: /s/ Kenneth C. Hunt September 4, 2009

Kenneth C. Hunt

Attorney-In-Fact\*

\*Pursuant to authority granted by powers of attorney, copies of which are filed herewith.

**EXHIBIT INDEX**

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