

Prospectus Supplement No. 3 Dated January 11, 2002  
(to Prospectus dated December 7, 2001)

**\$435,367,000**

**Manpower Inc.**  
**Zero Coupon Convertible Debentures Due August 17, 2021**  
**and**  
**The Common Stock Issuable Upon Conversion Thereof**

Our prospectus dated December 7, 2001, as supplemented on December 14, 2001 and December 26, 2001, relating to the offer for resale by certain of our securityholders of up to \$435,367,000 aggregate principal amount due at maturity of zero coupon convertible debentures due August 17, 2021 of Manpower Inc., and the shares of our common stock issuable upon conversion of the debentures, is hereby supplemented to include the following information in the "Selling Securityholders" section on pages 38-44 of the prospectus.

**ADDITIONAL SELLING SECURITYHOLDERS**

The following represents additional selling securityholders for the table appearing in the "Selling Securityholders" section of the prospectus.

<u>Name and Address (7)</u>	<u>Principal Amount at Maturity of Debentures Beneficially Owned that May Be Sold</u>	<u>Percentage of Debentures Outstanding</u>	<u>Number of Shares of Common Stock That May Be Sold (1)</u>	<u>Percentage of Common Stock Outstanding (2)</u>
Colonial Life Insurance Company of Texas 2600 West Freeway Fort Worth, TX 76102	\$ 90,000	*	1,256	*
Deutsche Banc Alex Brown Inc. 1251 Avenue of Americas New York, NY 10020	\$ 26,000,000	6.0%	362,853	*
Scor Life Re Convertible Program 15305 Dallas Parkway Suite 700 Addison, TX 75001	\$ 460,000	*	6,419	*

**SELLING SECURITYHOLDERS**

The following represents updated information regarding the selling securityholders listed in the table in the "Selling Securityholders" section of the prospectus.

<u>Name and Address (7)</u>	<u>Principal Amount at Maturity of Debentures Beneficially Owned that May Be Sold</u>	<u>Percentage of Debentures Outstanding</u>	<u>Number of Shares of Common Stock That May Be Sold (1)</u>	<u>Percentage of Common Stock Outstanding (2)</u>
Any other holder of notes or future transferee, pledgee, donee or successor of any holder (3)(4)	\$ 46,750,000	10.7%	652,438	*

\*Less than 1%.