

As filed with the Securities and Exchange Commission on July 8, 1999

Registration No. 333-_____

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 39-1672779
(State of Incorporation) (I.R.S. Employer Identification No.)

5301 North Ironwood Road
Milwaukee, Wisconsin 53217
(Address of Principal Executive Offices) (Zip Code)

1994 EXECUTIVE STOCK OPTION AND RESTRICTED STOCK PLAN

Michael J. Van Handel
Manpower Inc.
5301 North Ironwood Road
Milwaukee, Wisconsin 53217
(414) 961-1000

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

With copies to:
Scott A. Moehrke
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202
(414) 273-3500

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.01 par value	2,000,000	\$22.6875(1)	\$45,375,000	\$12,614.25(1)

(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 July 1, 1999 on the New York Stock Exchange as reported in the Midwest Edition of The Wall Street Journal on July 2, 1999.

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. 33-84736) pursuant to the Securities Act of 1933, as amended, on October 5, 1994, including the exhibits, is incorporated by reference into this Registration Statement.

Exhibits

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 Arthur Andersen 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 July 2, 1999.

MANPOWER INC.

By: /s/Jeffrey A. Joerres
Jeffrey A. Joerres, 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.

Signature	Title	Date
/s/Jeffrey A. Joerres Jeffrey A. Joerres	President and Chief Executive Officer and a Director (Principal Executive Officer)	July 2, 1999
/s/Michael J. Van Handel Michael J. Van Handel	Senior Vice President-Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer)	July 2, 1999

Directors: John R. Walter, Dudley J. Godfrey, Jr., Marvin B. Goodman,
J. Ira Harris, Terry A. Hueneke, Newton N. Minow, Gilbert
Palay and Dennis Stevenson

By: /s/Michael J. Van Handel
Michael J. Van Handel
Attorney-In-Fact* July 2, 1999

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

Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202
Phone (414) 273-3500
Fax (414) 273-5198

July 8, 1999

Manpower Inc.
5301 North Ironwood Road
Milwaukee, WI 53217

Ladies and Gentlemen:

We have acted as your counsel in connection with the offer by Manpower Inc., a Wisconsin corporation (the "Company"), of up to 2,000,000 shares of common stock, \$.01 par value (the "Shares"). The Shares are to be issued pursuant to the 1994 Executive Stock Option and Restricted Stock Plan of Manpower Inc. (the "Plan") as described in the Company's Prospectus (the "Prospectus"), including all amendments and supplements thereto, which relates to the Company's Registration Statement on Form S-8, to be filed with the Securities and Exchange Commission on or about July 7, 1999 (the "Registration Statement").

We have examined: (a) the Prospectus and the Registration Statement, (b) the Company's Amended and Restated Articles of Incorporation and Amended and Restated By-Laws, (c) certain resolutions of the Company's Board of Directors, and (d) such other proceedings, documents and records as we have deemed necessary to enable us to render this opinion.

Based on the foregoing, we are of the opinion that the Shares are duly authorized and, upon issuance in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable, subject to Section 180.0622(2)(b) of the Wisconsin Statutes, or any successor provision. Section 180.0622(2)(b) of the Wisconsin Statutes provides that shareholders of a corporation may be assessed up to the par value of their shares to satisfy the obligations of such corporation to its employees for services rendered, but not exceeding six months service in the case of any individual employee. Certain Wisconsin courts have interpreted "par value" to mean the full amount paid by the purchaser of shares upon issuance thereof.

We consent to the use of this opinion as an exhibit to the Registration Statement. In giving this consent, however, we do not admit that we are "experts" within the meaning of Section 11 of the Securities Act of 1933, as amended, or within the category of persons whose consent is required by Section 7 of said Act.

Very truly yours,

/s/Godfrey & Kahn, S.C.

GODFREY & KAHN, S.C.

ARTHUR ANDERSEN LLP

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our reports (and to all references to our firm) included in or made a part of this Registration Statement on Form S-8 of Manpower Inc.

/s/Arthur Anderson LLP

ARTHUR ANDERSEN LLP

Milwaukee, Wisconsin
July 2, 1999

POWER OF ATTORNEY

Each of the undersigned directors of Manpower Inc. (the "Company") hereby constitutes and appoints Jeffrey A. Joerres and Michael J. Van Handel, and each of them, the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to sign for the undersigned and in the undersigned's name in the capacity as a director of the Company the Registration Statement on Form S-8 relating to the Company's 1994 Executive Stock Option and Restricted Stock Plan and any and all amendments (including post-effective amendments) and/or supplements thereto, and to file the same, with all exhibits thereto, other documents in connection therewith, and any amendments to any of the foregoing, with the Securities and Exchange Commission and any other regulatory authority, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or the undersigned's substitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have each executed this Power of Attorney, on one or more counterparts, as of this 23rd day of June, 1999.

/s/John R. Walter
John R. Walter

/s/Dudley J. Godfrey, Jr.
Dudley J. Godfrey, Jr.

/s/Marvin B. Goodman
Marvin B. Goodman

/s/J. Ira Harris
J. Ira Harris

/s/Terry A. Hueneke
Terry A. Hueneke

/s/Newton N. Minow
Newton N. Minow

/s/Gilbert Palay
Gilbert Palay

/s/Dennis Stevenson
Dennis Stevenson

/s/Jeffrey A. Joerres
Jeffrey A. Joerres