

PROSPECTUS

87,836 Shares

Manpower Inc.

Common Stock

This Prospectus relates to up to 87,836 shares of common stock, \$.01 par value per share (the "Shares"), of Manpower Inc. (the "Company") which may be offered from time to time by the selling shareholders named herein (the "Selling Shareholders"). The Company will not receive any of the proceeds from the sale of the Shares. The Company will bear the costs relating to the registration of the Shares, estimated to be approximately \$1,265.

The Shares may be offered for sale from time to time by the Selling Shareholders named herein, or by their pledgees, donees, transferees or other successors in interest, to or through underwriters or directly to other purchasers or through agents in one or more transactions on or through the facilities of the New York Stock Exchange, Inc. ("NYSE"), in the over-the-counter market, in one or more private transactions, or in a combination of such methods of sale, at prices and on terms then prevailing, at prices related to such prices, or at negotiated prices. A Selling Shareholder may pledge all or a portion of the Shares owned by it as collateral in loan transactions. Upon default by a Selling Shareholder, the pledgee in such loan transaction would have the same rights of sale as a Selling Shareholder under this Prospectus. A Selling Shareholder may also transfer Shares owned by it by gift, and upon any such transfer the donee would have the same rights of sale as such Selling Shareholder under this Prospectus. The Selling Shareholders and any brokers and dealers through whom sales of the Shares are made may be deemed to be "underwriters" within the meaning of the Securities Act of 1933, as amended (the "Securities Act"), and the commissions or discounts and other compensation paid to such persons may be regarded as underwriters' compensation.

The Shares are included for quotation on the NYSE under the symbol "MAN". On July 16, 1996, the last sale price of the Common Stock as reported on the NYSE was \$33.00 per share.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is July 17, 1996

No person has been authorized to give any information or to make on behalf of the Company any representations, other than those contained in this Prospectus, in connection with the offer made hereby, and, if given or made, such other information or representation must not be relied upon as having been authorized by the Company. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any security other than the securities offered hereby, or an offer to sell or solicitation of any offer to buy such securities in any jurisdiction in which such offer or solicitation is not qualified or to any person to whom such offer or solicitation would be unlawful. Neither the delivery of this Prospectus nor any sale made hereunder shall under any circumstances create any implication that there has been no change in the affairs of the Company since the date hereof or that the information contained or incorporated by reference herein is correct as of any date subsequent to the date hereof.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Company with the

Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated in this Prospectus by reference:

(1) the Company's Annual Report on Form 10-K for the year ended December 31, 1995;

(2) the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1996; and

(3) the description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A filed with the Commission on January 22, 1991 pursuant to Section 12 of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Company pursuant to Section 13, 14 or 15(d) of the Exchange Act and prior to the termination of the offering of the Common Stock offered hereby shall be deemed to be incorporated by reference into this Prospectus and to be a part hereof. Such documents, and the documents listed above, are hereinafter referred to as "Incorporated Documents." Any statement contained herein or in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

The information relating to the Company contained in this Prospectus summarizes, is based upon, or refers to, information and financial statements contained in one or more Incorporated Documents; accordingly, such information contained herein is qualified in its entirety by reference to Incorporated Documents and should be read in conjunction therewith.

The Company will provide without charge to each person to whom a copy of this Prospectus has been delivered, upon the written or oral request of any such person, a copy of any or all of the Incorporated Documents, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference into such documents). Requests for such copies should be directed to Corporate Secretary, Manpower Inc., 5301 North Ironwood Road, Milwaukee, Wisconsin 53217; telephone: (414) 961-1000.

THE COMPANY

The Company is a holding company whose principal operating subsidiary is Manpower Wisconsin Inc. ("Manpower"), formerly known as Manpower International Inc. Manpower is the largest non-governmental employment services organization in the world,(1) with over 2,400 offices in 41 countries. Manpower is primarily engaged in temporary help, contract services and training and testing of temporary and permanent workers. The Company provides employment services to a wide variety of customers, none of which individually comprise a significant portion of revenues within a given geographic region or for the Company as a whole.

Additional information regarding the Company, including the audited financial statements of the Company and a description of the Company's Common Stock, is contained in the Incorporated Documents. See "Incorporation of Certain Documents by Reference."

The executive offices of the Company are located at 5301 North Ironwood Road, Milwaukee, Wisconsin 53217; its telephone number at such address is (414) 961-1000.

- (1) Based on publicly available information, including annual reports to shareholders, filings with governmental agencies and investment analysts reports.

USE OF PROCEEDS

The Company will not receive any proceeds from the sale of the Shares by the Selling Shareholders.

SELLING SHAREHOLDERS

The following information regarding the Common Stock offered hereby has been provided to the Company by the Selling Shareholders identified below and reflects information concerning beneficial ownership of Common Stock as of the date of this Prospectus. All of the shares of Common Stock offered hereby were acquired by the Selling Shareholders in connection with the Company's acquisition of Manpower Incorporated of Reading, a temporary help business.

| Name of Selling Shareholder | Shares Owned Prior to this Offering | Shares Offered Hereby (2) |
|--------------------------------|---|------------------------------|
| Walter Kiebach | 80,781(1) | 72,612 |
| Franklin Rothenberger | 16,937(1) | 15,224 |

- (1) Includes 8,169 and 1,713 Shares beneficially owned by Messrs. Kiebach and Rothenberger, respectively, and held pursuant to an escrow agreement until February 1997.
- (2) Some or all of the Shares covered by this Prospectus may be offered from time to time on a delayed or continuing basis by a Selling Shareholder.

PLAN OF DISTRIBUTION

Any distribution of the Shares by a Selling Shareholder, or by pledgees, donees, transferees or other successors in interest, may be effected from time to time in one or more of the following transactions: (a) to underwriters who will acquire the Shares for their own account and resell them in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale (any public offering price and any discount or concessions allowed or reallocated or paid to dealers may be changed from time to time); (b) through brokers, acting as principal or agent, in transactions (which may involve crosses and block transactions) on or through the facilities of the NYSE, other exchanges, in the over-the-counter market, in special offerings, or otherwise, at market prices prevailing at the time of sale, at prices related to such prevailing market prices, at negotiated prices or at fixed prices; or (c) directly or through brokers or agents in private sales at negotiated prices, or by any other legally available means.

A Selling Shareholder and any such underwriters, brokers, dealers or agents, upon effecting the sale of the Shares, may be deemed "underwriters" as that term is defined by the Securities Act.

Underwriters participating in any offering made pursuant to this Prospectus (as amended or supplemented from time to time) may receive underwriting discounts and commissions, and discounts or concessions may be allowed or reallocated or paid to dealers, and brokers or agents participating in such transactions may receive brokerage or agent's commissions or fees.

In order to comply with the securities laws of certain states, if applicable, the Shares will be sold in such jurisdictions only through registered or licensed brokers or dealers. In addition, in certain states the Shares may not be sold unless the Shares have been registered or qualified for sale in such state or an exemption from registration or qualification is available and complied with.

All expenses in connection with the registration of the Shares were paid by the Company. Commissions and discounts, if any, attributable to the sale of the Shares will be borne by the Selling Shareholders. The Selling Shareholders and/or the Company may agree to indemnify any agent, dealer or broker-dealer that participates in transactions involving sales of the Shares against certain liabilities, including liabilities arising under the Securities Act. The Company and the Selling Shareholders have agreed to indemnify each other and certain other persons against certain liabilities in connection with the offering of the Shares, including liabilities arising under the Securities Act.

The Selling Shareholders may also sell the Shares in transactions that do not require registration under the Securities Act, pursuant to Rule 144 under the Securities Act, or otherwise, in lieu of sales by means of this Prospectus.

LEGAL OPINION

The validity of the Shares offered hereby has been passed upon by Godfrey & Kahn, S.C. In the opinion of Godfrey & Kahn, S.C., the Shares are duly and validly authorized, fully paid and, subject to Section 180.0622(2)(b) of the Wisconsin Statutes, nonassessable. 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.

Mr. Dudley J. Godfrey, Jr. is a director of the Company and a senior shareholder of Godfrey & Kahn, S.C.

EXPERTS

The audited financial statements and schedules incorporated by reference in this Prospectus have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their reports with respect thereto, and are included herein in reliance upon the authority of said firm as experts in giving said reports.

AVAILABLE INFORMATION

The Company is subject to the information requirements of the Securities Exchange Act of 1934, as amended, and in accordance therewith files reports, proxy and information statements and other information with the Securities and Exchange Commission. The Company has filed with the Commission a Registration Statement under the Securities Act of 1933, as amended, with respect to the Common Stock offered hereby. This Prospectus does not contain all the information set forth in the Registration Statement and exhibits thereto, or amendments thereto, to which reference is hereby made. Such reports, proxy and information statements, Registration Statement and exhibits and other information filed by the Company may be inspected and, upon payment of prescribed fees, copied at the public reference facilities of the Commission at Room 1024, Judiciary Plaza, 450 Fifth Street N.W., Washington, D.C. 20549, and at the Regional Offices of the Commission at Suite 1300, 7 World Trade Center, New York, New York 10048, and at Suite 1400, Northwestern Atrium Center, 500 West Madison Street, Chicago, Illinois 60661. The Commission maintains a web site (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Commission. In addition, the Company's Common Stock is included for quotation on the NYSE, and such reports, proxy and information statements, Registration Statement and other information concerning the Company should be available for inspection and copying at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005, on which exchange the Company's Common Stock is traded.