

MANITOWOC CO INC
Form 4
May 14, 2008

FORM 4

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

OMB APPROVAL

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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 *
JONES MAURICE D

(Last) (First) (Middle)

2400 S. 44TH STREET

(Street)

MANITOWOC, WI 54220

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MANITOWOC CO INC [MTW]

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2008

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)
SVP, General Counsel and Secre

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)
Common Stock					3,820.4567 (1)	I	RSVP 401k Plan
Common Stock	05/12/2008(2)		M	32,700 (3)	A \$ 6.3075 71,697.6315	D	
Common Stock	05/12/2008		S	5,200 (4)	D \$ 42.1835 66,497.6315	D	
Common Stock	05/12/2008(8)		S	32,700 (9)	D \$ 42.0097 33,797.6315	D	

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 Underlying Security (Instr. 3)
101502EmpStockOption (rtb)	\$ 6.3075 (5)	05/12/2008(6)		M	32,700 (7)	10/15/2004 10/15/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES MAURICE D 2400 S. 44TH STREET MANITOWOC, WI 54220			SVP, General Counsel and Secre	

Signatures

Maurice Jones 05/14/2008
 __Signature of Date
 Reporting Person

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).

- Consists of shares held under the company's 401(k) plan, (The Manitowoc company, Inc. RSVP Profit Sharing Plan), including 175,4901 shares acquired in transactions occurring between 12/31/06 and 12/31/07, which are exempt from Section 16(b) pursuant to Rule 16b-3
- (1) and exempt from reporting pursuant to Rule 16a-3(f)(1)(i)(B). The information in this report is based on a plan statement dated as of 12/31/07. From time to time the plan administrator collects maintenance fees related to the RSVP Plan, which may result in the number of shares held by a participant in the RSVP Plan declining by a marginal amount.
 - (2) Transaction made pursuant to Rule 10b5-1 plan.
 - (3) On April 10, 2006, and again on September 10, 2007, the common stock of The Manitowoc Company, Inc. split 2-for-1. These options were previously reported as covering 22,500 shares at an exercise price of \$25.23 per share, but were adjusted to reflect the stock splits on April 10, 2006 and September 10, 2007.

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- (4) Average price of shares sold, with the sale ranging from \$42.12 to \$42.22.

On April 10, 2006 and again on September 10, 2007, the common stock of The Manitowoc Company, Inc. split 2-for-1. These options

- (5) were previously reported as covering 22,500 shares at an exercise price of \$25.23 per share, but were adjusted to reflect the stock splits on April 10, 2006 and September 10, 2007.

- (6) Transaction made pursuant to Rule 10b5-1 plan.

On April 10, 2006, and again on September 10, 2007, the common stock of The Manitowoc Company, Inc. split 2-for-1. These options

- (7) were previously reported as covering 22,500 shares at an exercise price of \$25.23 per share, but were adjusted to reflect the stock splits on April 10, 2006 and September 10, 2007.

- (8) Transaction made pursuant to Rule 10b5-1 plan.

- (9) Average price of shares sold, with the sale ranging from \$42.00 to \$42.11.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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