

MANITOWOC CO INC
Form 4
July 21, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
ANDERSON DEAN H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2400 SOUTH 44TH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/19/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

MANITOWOC, WI 54221-0066
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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	07/19/2005		M	A	\$ 25.5833	16,872.8465	D
Common Stock	07/19/2005		S	D	\$ 44.5	15,372.8465	D
Common Stock	07/20/2005		M	A	\$ 25.25	16,872.8465	D
Common Stock	07/20/2005		M	A	\$ 28.66	18,372.8465	D
Common Stock	07/20/2005		S	D	\$ 45.0876	15,372.8465	D

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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 and Underlying Security (Instr. 3 and 4)
DirectorStkOptn(right to buy)	\$ 25.5833	07/19/2005		M	1,500	02/16/2000 02/16/2009	Common Stock
DirectorStkOptn(right to buy)	\$ 25.25	07/20/2005		M	1,500	02/15/2001 02/15/2010	Common Stock
DirectorStkOptn(right to buy)	\$ 28.66	07/20/2005		M	1,500	02/13/2002 02/13/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON DEAN H 2400 SOUTH 44TH STREET MANITOWOC, WI 54221-0066		X		

Signatures

Maurice D. Jones, Power of Attorney
07/21/2005
Date

**Signature of 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).

(1) Average price of shares sold, with the sale price ranging from \$45.00 to \$45.23 per share.

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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