MANITOWOC CO INC

Form 4 October 03, 2006

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GROWCOCK TERRY D			2. Issuer Name and Ticker or Trading Symbol MANITOWOC CO INC [MTW]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle) 3.	3. Date of Earliest Transaction				·	(Check all applicable)			
2400 SOUTH 44TH STREET			(Month/Day/Year) 09/29/2006					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman of the Board and CEO			
				mendment, Date Original Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MANITO	WOC, WI 54221-	0066						Form filed by Mor Person	e than One Rep	orting	
(City)	(State)	(Zip)	Tabl	le I - Non-	Derivativ	e Secu	ırities Acqı	uired, Disposed of, o	r Beneficially	Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Datany (Month/Day/Y	Year)	3. Transactio Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of (Price	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	09/29/2006			A	0.0123	A	\$ 44.3398	150,390.1682 (1) (2)	D		
Common Stock								4,108.002	I	RSVP 401k Plan	
Reminder: Re	eport on a separate lin	ne for each class	s of secu	ırities bene	eficially ov	vned d	lirectly or ir	ndirectly.			
Persons who respond to the collection of SEC 1474										C 1474	

information contained in this form are not

required to respond unless the form displays a currently valid OMB control

number.

(9-02)

Edgar Filing: MANITOWOC CO INC - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N			
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GROWCOCK TERRY D 2400 SOUTH 44TH STREET	X		Chairman of the Board and					
MANITOWOC, WI 54221-0066	Λ		CEO					

Signatures

Maurice D. Jones, by Power of 10/03/2006 Attorney

> **Signature of Reporting Person Date

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).
- Includes amount and price of shares acquired in exempt transactions pursuant to a Shareholder Dividend Reinvestment Plan.
- Includes amount and purchase price of common stock units acquired in an exempt transaction pursuant to dividend reinvestment provisions of the Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2