MANITOWOC CO INC

Form 4

October 31, 2006

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

OMB

OMB APPROVAL

Number:

3235-0287

7. Nature

of Indirect

Beneficial

Ownership

(Instr. 4)

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * PACKARD JAMES L

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

MANITOWOC CO INC [MTW]

5. Relationship of Reporting Person(s) to Issuer

(Middle)

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

Filed(Month/Day/Year)

10/27/2006

(Check all applicable)

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

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

2400 SOUTH 44TH STREET

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) or 5. Amount of Security (Month/Day/Year) Execution Date, if TransactionDisposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price

Α

Common 10/27/2006 Stock

\$

277.5838

20,636.3851

D

53.9899 (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5.	6. Date Exerc Expiration Da		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(i.i.dia. Dayi Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/) e		Underlying Securities (Instr. 3 and 4	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amoun or Numbe of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PACKARD JAMES L 2400 SOUTH 44TH STREET MANITOWOC, WI 54221-0066	X						

Signatures

Maurice D. Jones, by Power of Attorney 10/31/2006

**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).
- (1) 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.

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