#### Edgar Filing: GROWCOCK TERRY D - Form 4

	CK TERRY D										
Form 4 November 0	3 2006										
	ПЛ								OMB AP	PROVAL	
FORM	UNITED	STATES			AND EX		NGE C	OMMISSION	OMB Number:	3235-0287	
Check this box if no longer									Expires:	January 31, 2005	
subject to STATEMENT OF Section 16. Form 4 or			F CHANGES IN BENEFICIAL OWN SECURITIES					ERSHIP OF	Estimated a burden hour response	verage	
Form 5 obligatio may con <i>See</i> Instr 1(b).	<sup>nns</sup> Section 17( uction	a) of the l	Public U	Itility Ho		mpan	y Act of	e Act of 1934, 1935 or Section 0			
(Print or Type ]	Kesponses)										
1. Name and Address of Reporting Person <u></u> GROWCOCK TERRY D			2. Issuer Name <b>and</b> Ticker or Trading Symbol MANITOWOC CO INC [MTW]				U	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1	Middle)			Transaction	-		(Check	all applicable	)	
2400 SOUTH 44TH STREET			(Month/Day/Year) 10/30/2006					X Director 10% Owner X Officer (give title Other (specify below) below) Chairman of the Board and CEO			
(Street) 4. If <i>J</i>			4. If Am	. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
MANITOW	/OC, WI 54221-0	066	Filed(Mo	onth/Day/Ye	ear)			Applicable Line) _X_ Form filed by Or Form filed by Mo Person			
(City)	(State)	(Zip)	Tab	ole I - Non	-Derivative	e Secui	rities Acqu	iired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed nth/Day/Year) Execution Date, if any (Month/Day/Year)			omr Dispo (Instr. 3,	sed of (	(D)	<ul> <li>5. Amount of Securities</li> <li>Beneficially</li> <li>Owned</li> <li>Following</li> <li>Reported</li> <li>Transaction(s)</li> <li>(Instruction 2 and 4)</li> </ul>	6.7. Nature of OwnershipForm:BeneficialDirect (D)Ownership or Indirect(I)(Instr. 4)		
~				Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock	10/30/2006			G	95	D	\$ 54.5	150,166.333 (1) (2)	D		
Common Stock	11/01/2006			М	20,000	А	\$ 12.615	$\frac{176,105.333}{(1)}$	D		
Common Stock	11/01/2006			S	20,000	D	\$ 55	156,105.333 (1) (2)	D		
Common Stock								4,108.002	I	RSVP 401k Plan	

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

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Persons who respond to the collection of information contained in this form are not 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)

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. Transactic Code (Instr. 8)	orDeriv Secur Acqu or Di (D) (Instr	5. Number of 6. Date Exercisable and Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Emp StockOption (right to buy)	\$ 12.615	11/01/2006		М		20,000	10/15/2006	10/15/2012	Common Stock	20,0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GROWCOCK TERRY D 2400 SOUTH 44TH STREET MANITOWOC, WI 54221-0066	Х		Chairman of the Board and CEO				
Signatures							
Maurice D. Jones, by Power of	11/0	)3/2006					

## Attorney

\*\*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) Includes amount and price of shares acquired in exempt transactions pursuant to a Shareholder Dividend Reinvestment Plan.

Date

(2) 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.