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MANITOWOO	C CO INC										
Form 4											
November 15,	2006										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
	UNITED	Washington, D.C. 20549							OMB Number:	3235-0287	
Check this b if no longer subject to Section 16. Form 4 or	er STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 6. SECURITIES							NERSHIP OF	Expires:January 31, 2005Estimated averageburden hours per response0.5		
Form 5 obligations may continue. See Instruction 1(b). 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 Res	sponses)										
GROWCOCK TERRY D Symbol			er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
(I4)	(E:					[141]	••]	(Check	all applicable	;)	
				of Earliest Transaction Day/Year) 2006				X Director 10% Owner X Officer (give title Other (specify below) below) Chairman of the Board and CEO			
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
MANIOWO	C, WI 54221-0	000						Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Secu	rities Acq	uired, Disposed of,	or Beneficial	ly Owned	
	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6.7. Nature of IndirectOwnershipIndirectForm:BeneficialDirect (D)Ownership or Indirect(I)(Instr. 4)(Instr. 4)		
Common 1 Stock	1/14/2006			M	1,300	A	\$ 12.615	157,405.333 (1) (2)	D		
Common 1 Stock	1/14/2006			S	1,300	D	\$ 55	156,105.333 (1) (2)	D		
Common Stock								4,108.002	Ι	RSVP 401k Plan	

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

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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. Transactio Code (Instr. 8)	onof Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Emp StockOption (right to buy)	\$ 12.615	11/14/2006		М		1,300	10/15/2004	10/15/2012	Common Stock	1,300

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 Attorney	11/	15/2006						
<u>**</u> Signature of Reporting Person		Date						
Explanation of Responses:								

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.
- (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.