GROWCOCK TERRY D

Form 5

February 10, 2009

OMB APPROVAL FORM 5

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

Check this box if no longer subject to Section 16. Form 4 or Form

Expires: 2005 Estimated average burden hours per response... 1.0

3235-0362

January 31,

OMB

Number:

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4 Transactions Reported

5 obligations

may continue.

1. Name and Address of Reporting Person * GROWCOCK TERRY D			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			MANITOWOC CO INC [MTW]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended	**			
			(Month/Day/Year)	Director 10% Owner			
			12/31/2008	Officer (give title Other (speci			
2400 S. 44T	H STREET			below) below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			
			Filed(Month/Day/Year)				
			,	(check applicable line)			

MANITOWOC, WIÂ 54220

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

(City)	(State)	(Zip) Ta	ble I - Non-Do	erivative Sec	curitie	s Acquired,	Disposed of, or Be	neficially Ow	vned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8) (A) or	, ,	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	09/16/2008	Â	A	32.7665 (1)	A	\$ 19.6808	265,591.5801	D	Â
Common Stock	12/31/2008	Â	A	22.7457 (2)	A	\$0	8,256.8395	I	RSVP 401k Plan

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

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SEC 2270 (9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
					(A) (D)				Shares		
					(4) (1)				SHales		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
GROWCOCK TERRY D 2400 S. 44TH STREET MANITOWOC, WI 54220	Â	Â	Â	Â			

Signatures

Maurice Jones, by Power of 02/09/2009 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 purchase price of shares in exempt transactions pursuant to a Shareholder Dividend Reinvestment Plan.

Date

- Consists of shares held under the Company's 401(K) plan, (The Manitowoc Company, Inc. RSVP Profit Sharing Plan), including 22.7457shares acquired in transactions ocurring between 12/31/07 and 12/31/08, which are exempt from Section 16(b) pursuant to
- (2) Rule 16b-3 and exempt from reporting pursuant to Rule 16a-3(f)(1)(i)(B). the information in this report is based on a plan statement dated as of 12/31/08. From time to time the plan administrator collects maintenance fees related to the RSVP Plan, which may result in the number of shares held by a participant in the RSVP Plan declining by a marginal amount.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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