

MANITOWOC CO INC
Form 4
May 10, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MUSIAL THOMAS G

(Last) (First) (Middle)

2400 SOUTH 44TH STREET

(Street)

MANITOWOC, WI 54221-0066

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MANITOWOC CO INC [MTW]

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr. VP Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)			
			Code	V	Amount (A) or (D) Price					
Common Stock	05/08/2006		M		9,043 (1)	A	\$ 15.2709 (1)	59,968.6808 (2) (3)	D	
Common Stock	05/08/2006		S		9,043 (1)	D	\$ 54.0213 (4)	50,925.6808 (2) (3)	D	
Common Stock	05/09/2006		M		12,263 (5)	A	\$ 12.7917 (5)	63,188.6808 (2) (3)	D	
Common Stock	05/09/2006		S		12,263 (5)	D	\$ 55.0236	50,925.6808 (2) (3)	D	

(6)

Common Stock 10,350.84 ⁽⁷⁾ I RSVP 401k Plan

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Emp StockOption (right to buy)	\$ 15.2709 ⁽¹⁾	05/08/2006		M	9,043	05/05/2000 05/05/2008	Common Stock	9,043 ⁽¹⁾
Emp StockOption (right to buy)	\$ 12.7917 ⁽⁵⁾	05/09/2006		M	12,263	02/16/2001 02/16/2009	Common Stock	12,263 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUSIAL THOMAS G 2400 SOUTH 44TH STREET MANITOWOC, WI 54221-0066			Sr. VP Human Resources	

Signatures

Maurice D. Jones, by Power of Attorney 05/10/2006
 **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).
- (2) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. This balance reflects that split.
- (3) Includes amount and price of shares acquired in exempt transactions pursuant to a Shareholder Dividend Reinvestment Plan.
- (1) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. These options were previously reported as covering 4,521.5 shares at an exercise price of \$30.5418 per share, but were adjusted to reflect the stock split on April 10, 2006.
- (6) Average price of shares sold, with the sale ranging from \$55.00 to \$55.24.

On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. This number consists of shares held under the Company's 401(k) plan, (The Manitowoc Company, Inc. RSVP Profit Sharing Plan), including 47.859 shares (split-adjusted) acquired in transactions occurring between 12/31/04 and 12/31/05, which are exempt from Section 16(b) pursuant to 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 12/31/05 and was previously reported as 5,175.42 shares (including 23.9295 shares acquired in transactions occurring between 12/31/04 and 12/31/05), but was adjusted to reflect the stock split on April 10, 2006. 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 the RSVP plan declining by a marginal amount.
- (5) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. These options were previously reported as covering 6,131.5 shares at an exercise price of \$25.5834 per share, but were adjusted to reflect the stock split on April 10, 2006.
- (4) Average price of shares sold, with the sale ranging from \$54.00 to \$54.06

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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