

MANITOWOC CO INC
Form 4
May 15, 2008

FORM 4

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

OMB APPROVAL

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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 *
TELLOCK GLEN E

(Last) (First) (Middle)

2400 S. 44TH STREET

(Street)

MANITOWOC, WI 54220

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2008

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)

President and CEO

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	(D)	Price
Common Stock					600	I	By daughter
Common Stock					17,139.8706 <u>(1)</u>	I	RSVP 401k Plan
Common Stock	05/13/2008 ⁽²⁾		M		20,000 <u>(3)</u>	A	\$ 6.3075 103,409.3192 D
Common Stock	05/13/2008 ⁽⁶⁾		S		20,000 <u>(7)</u>	D	\$ 42.6084 83,409.3192 D

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

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- On April 10, 2006 and again on September 10, 2007, the common stock of The Manitowoc Company, Inc. split 2-for-1. These options
- (5) were previously reported as covering 100,000 shares at an exercise price of \$25.23 per share, but were adjusted to reflect the stock splits on April 10, 2006 and September 10, 2007.
 - (6) Transaction made pursuant to Rule 10b5-1 plan.
 - (7) Average price of shares sold, with the sale ranging from \$42.50 to \$42.84.

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