

MANITOWOC CO INC

Form 4

January 08, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)

01/07/2014

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 ____ Other (specify
below) below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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								1,500 <u>(1)</u>	I	By Daughter (L)
Common Stock								17,326.7463 <u>(2)</u>	I	RSVP 401k Plan
Common Stock								1,000 <u>(3)</u>	I	By Daughter (M)
Common Stock	01/07/2014		M		66,256	A	\$ 10.14	461,891.27	D	
	01/07/2014		M		277,725	A	\$ 4.41	739,616.27	D	

Common
Stock

Common Stock	01/07/2014	S	314,713 (4) (5)	D	\$ 23.0805	424,903.27	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date
050305EmpStockOption (rtb)	\$ 10.14	01/07/2014		M	66,256	05/03/2007 05/03/2015
02.24.2009EmpStockOption	\$ 4.41	01/07/2014		M	277,725	02/24/2011 02/24/2019

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TELLOCK GLEN E 2400 S. 44TH STREET MANITOWOC, WI 54220	President and CEO

Signatures

Maurice Jones, by Power of
Attorney

01/08/2014

__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).

- (1) The reporting person no longer has a reportable beneficial interest in 1,500 shares of common stock owned by his daughter and included in the reporting person's prior ownership reports.

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- Net increase of 50,4160 shares between 12/31/11 and 12/31/12 under the Company's 401(k) plan, due to acquisitions of shares, plan
- (2) maintenance fees and required plan forfeitures and withdrawals under IRC safe harbor rules, all of 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).
 - (3) Acquisition by the reporting person's spouse as custodian for daughter (M) under the Wisconsin Uniform Transfer to Minors Act.
 - (4) Weighted average price of shares sold with sales ranging from a low of \$22.70 to a high of \$23.31.
 - (5) Shares sold for tax planning purposes under a rule 10b5-1 plan established by the reporting person.

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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