MANITOWOC CO INC

Form 4 January 10, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MUSIAL THOMAS G			2. Issuer Name and Ticker or Trading Symbol MANITOWOC CO INC [MTW]				5. Relationship of Reporting Person(s) to Issuer			
(Last) 2400 SOU	(First) ГН 44TH STRE	(M	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2016				(Check all applicable) Director 10% Owner Officer (give title Other (specify below) SVP Human Resources & Administ			
	(Street)		4. If Amendment, Date Original Filed(Month/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			
MANITOV (City)	(State)	(Zip)	Table I - Non-I	Perivative So	ecuriti	es Aca	Person uired, Disposed of	•		
1.Title of Security (Instr. 3)	2. Transaction Do (Month/Day/Yea	ate 2A. Deemed r) Execution Da any (Month/Day/	3. ate, if Transaction Code	4. Securitie or(A) or Disp (Instr. 3, 4	es Acqu	uired of (D)	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	
Common Stock	12/31/2016		J	21.2894 (1)	D	\$0	21,031.5553	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 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MUSIAL THOMAS G 2400 SOUTH 44TH STREET MANITOWOC, WI 54220

SVP Human Resources & Administ

Signatures

Louis F. Raymond, by Power of Attorney 01/10/2017

**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).

Net decrease of 21.2894 shares between 12/31/15 and 12/31/16 under the Company's 401(k) plan, due to acquisitions of shares, plan

(1) 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).

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.

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