COLBERT VIRGIS

Form 4

February 22, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

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

Check this box

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).

Common

Stock

02/18/2005

(Print or Type Responses)

1. Name and A	ng Person *	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. Date of	f Earliest T	ransaction					
			(Month/D		_X_ D		10%			
2400 SOUTH 44TH STREET			02/18/2005			below)	ficer (give	title Other below)	er (specify	
		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person				
MANITOW	-0066				Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative Securities Acq	uired, Di	sposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction D	ate 2A. Dee	med	3.	4. Securities Acquired	5. Amo	ount of	6.	7. Nature of	
Security	(Month/Day/Yea	r) Execution	n Date, if	Transactio	on(A) or Disposed of (D)	Securit	ies	Ownership	Indirect	
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Benefic	cially	Form: Direct	Beneficial	
		(Month/	Day/Year)	(Instr. 8)		Owned	l	(D) or	Ownership	

Code V

A

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Following

Reported

Transaction(s)

(Instr. 3 and 4)

3,050.6814

(A)

or

(D)

Price

39.05

Amount

0.0819

Indirect (I)

(Instr. 4)

D

(Instr. 4)

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transact	5. orNumber	6. Date Exerc Expiration D		7. Titl Amou		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	/e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securitie	S		(Instr.	3 and 4)		Owne
	Security				Acquired	l					Follo
	•				(A) or						Repo
					Disposed	l					Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
				C- 1- V	(A) (D)	Data	F:	T:41-	A		
				Code V	(A) (D)		Expiration	Title			
						Exercisable	Date		or		
									Number		
									of		
									Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
COLBERT VIRGIS 2400 SOUTH 44TH STREET MANITOWOC, WI 54221-0066	X					

Signatures

Maurice D. Jones, By Power of Attorney

02/21/2005

**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).

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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