

GROWCOCK TERRY D

Form 4

March 11, 2005

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 *
GROWCOCK TERRY D

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2400 SOUTH 44TH STREET

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2005

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

Chairman of the Board and CEO

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

MANITOWOC, WI 54221-0066

(City) (State) (Zip)

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)
Common Stock	03/09/2005		M/K	3,960 A	\$ 25.25 48,313.4763 (1)	D	
Common Stock	03/09/2005		M/K	3,273 A	\$ 30.5417 51,586.4763 (1)	D	
Common Stock	03/09/2005		F/K	2,383 D	\$ 41.94 49,203.4763 (1)	D	
Common Stock	03/09/2005		F/K	2,384 D	\$ 41.94 46,819.4763 (1)	D	
Common Stock					2,044.5038 (2)	I	RSVP 401k Plan

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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)	7. Title and Amount Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Emp StockOption (right to buy)	\$ 25.25	03/09/2005		M	3,960	02/15/2002 ⁽³⁾ 02/15/2010	Common Stock	3,960
Emp StockOption (right to buy)	\$ 30.5417	03/09/2005		M	3,273	05/05/2000 ⁽³⁾ 05/05/2008	Common Stock	3,273

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROWCOCK TERRY D 2400 SOUTH 44TH STREET MANITOWOC, WI 54221-0066	X		Chairman of the Board and CEO	

Signatures

Maurice D. Jones, by Power of
Attorney 03/11/2005

**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).

- (2) Consists of shares held under the Company's 401(k) plan, The Manitowoc Company, Inc. RSVP Profit Sharing Plan, including 11.8138 shares acquired in transactions occurring between 12/31/03 and 12/31/04, 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 12/31/04. From time to time the plan administrator collects maintenance fees related to the RSVP Plan, which may result in the number of

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shares held by a participant in the RSVP Plan declining by a marginal amount.

- (1) Includes amount and price of shares acquired in exempt transactions pursuant to a Shareholder Dividend Reinvestment Plan.
- (3) Options vest annually in 25% increments beginning on date indicated.

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