

MANITOWOC CO INC

Form 4

July 26, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GROWCOCK TERRY D

(Last) (First) (Middle)

2400 SOUTH 44TH STREET

(Street)

MANITOWOC, WI 54221-0066

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/22/2005

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)

Chairman of the Board 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	(A) or (D)	Price		
Common Stock	07/22/2005		M		7,499	A	\$ 19.5	72,247.5083 (1)	D
Common Stock	07/22/2005		M/K		2,000	A	\$ 25.5833	74,247.5083 (1)	D
Common Stock	07/22/2005		M		501	A	\$ 25.5833	74,748.5083 (1)	D
Common Stock	07/22/2005		F/K		1,135	D	\$ 45.05	73,613.5083 (1)	D
Common Stock	07/22/2005		S		8,000	D	\$ 45.2985 (2)	65,613.5083 (1)	D

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Common Stock	07/25/2005	M/K	2,000	A	\$ 25.5833	67,613.5083 (1)	D	
Common Stock	07/25/2005	M	8,000	A	\$ 25.5833	75,613.5083 (1)	D	
Common Stock	07/25/2005	S	8,000	D	\$ 45.5249 (3)	67,613.5083 (1)	D	
Common Stock	07/25/2005	F/K	1,106	D	\$ 46.26	66,507.5083 (1)	D	
Common Stock						2,044.5038 (4)	I	RSVP 401k Plan

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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Emp StockOption (right to buy)	\$ 19.5	07/22/2005		M		7,499		10/17/2002	10/17/2010	Common Stock	7,499
Emp StockOption (right to buy)	\$ 25.5833	07/22/2005		M		2,000		02/16/2001	02/16/2009	Common Stock	2,000
Emp StockOption (right to buy)	\$ 25.5833	07/22/2005		M		501		02/16/2001	02/16/2009	Common Stock	501
Emp StockOption (right to buy)	\$ 25.5833	07/25/2005		M		2,000		02/16/2001	02/16/2009	Common Stock	2,000
	\$ 25.5833	07/25/2005		M		8,000		02/16/2001	02/16/2009		8,000

Emp
StockOption
(right to buy)

Common
Stock

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
07/26/2005

__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).

- 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
- (4) 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 shares held by a participant in the RSVP Plan declining by a marginal amount.
- (3) Average price of shares sold, with the sale ranging from \$45.22 to \$46.10.
- (1) Includes amount and price of shares acquired in exempt transactions pursuant to a Shareholder Dividend Reinvestment Plan.
- (2) Average price of shares sold, with the sale ranging from \$45.01 to \$45.59.

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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