

MANITOWOC CO INC  
Form 4  
May 10, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MUSIAL THOMAS G

(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)  
05/08/2007

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)

Sr. VP Human Resources

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  | Price  |   |
| Common Stock                    | 05/08/2007                           |  | M                              |   | 24,700  | A \$ 12.615  | 99,249.827 D  |
| Common Stock                    | 05/08/2007                           |  | M/K                            |   | 8,957   | A \$ 15.2709   | 108,206.827 D   |
| Common Stock                    | 05/08/2007                           |  | F/K                            |   | 1,859   | D \$ 73.55   | 106,347.827 D   |
| Common Stock                    | 05/08/2007                           |  | S                              |   | 34,700  | D \$ 73.634<br>(1)                                       | 71,647.827 D  |
| Common Stock                    |                                      |  |                                |   |   |  | 10,367.7082<br>(2) I                                  |
|                                 |                                      |  |                                |   |   |  | RSVP<br>401k<br>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 of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Emp StockOption (right to buy)             | \$ 12.615  | 05/08/2007                           |  | M                              | 24,700  | 10/15/2004 10/15/2012                                    | Common Stock  | 24,700                     |
| Emp StockOption (right to buy)             | \$ 15.2709   | 05/08/2007                           |  | M                              | 8,957   | 05/05/2000 05/05/2008                                    | Common Stock  | 8,957                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| MUSIAL THOMAS G<br>2400 SOUTH 44TH STREET<br>MANITOWOC, WI 54221-0066 |               |           | Sr. VP Human Resources |       |

## Signatures

Maurice D. Jones, by Power of Attorney  
Date: 05/10/2007

\_\_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 16.8682 shares acquired in transactions occurring between 12/31/05 and 12/31/06, 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 12/31/06. 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.

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(1) Average price of shares sold. Sale prices ranged from a high of \$74.12 to a low of \$73.50.

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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