MANITOWOC CO INC

Form 4

December 13, 2006

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to

January 31, Expires: 2005

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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

SECURITIES

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			5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 2400 SOUTH 44TH STREET			MANITOWOC CO INC [MTW] 3. Date of Earliest Transaction			(Check all applicable)				
			(Month/Day/Y 12/11/2006	ear)		Director 10% OwnerX_ Officer (give title Other (specify below) Sr. VP Human Resources				
	(Street)		4. If Amendme Filed(Month/Da	nt, Date Original y/Year)	A	Individual or Join pplicable Line) X_ Form filed by One	•			
MANITO	WOC, WI 542	21-0066			_	Form filed by Mor erson		_		
(City)	(State)	(Zip)	Table I - I	Non-Derivative S	ecurities Acquir	red, Disposed of, o	r Bene	ficially Owne		
1.Title of	2. Transaction D	Date 2A. Deem	ed 3.	4. Securities	Acquired (A) or	5. Amount of	6.	7. Nat		

		- Ia	DIC I - NOII	-Delivative	Secui	nies Acquir	cu, Disposeu oi, o	i benenciany	Owneu
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			es Acq f (D) and 5)	uired (A) or	5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Commo Stock	n 12/11/2006		A	30.4354	A	\$ 62.0202	71,954.5114 (1) (2)	D	
Commo Stock	n 12/11/2006		A	2.3929	A	\$ 62.21	71,956.9043 (1) (2)	D	
Commo Stock	n						10,350.84 (3)	I	RSVP 401k Plan

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

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displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				C-J- V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MUSIAL THOMAS G 2400 SOUTH 44TH STREET MANITOWOC, WI 54221-0066

Sr. VP Human Resources

Signatures

Maurice D. Jones, by Power of Attorney

12/12/2006

**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).
- (1) Includes amount and purchase price of common stock units acquired in an exempt transaction pursuant to dividend reinvestment provisions of the Deferred Compensation Plan.
- (2) Includes amount and price of shares acquired in exempt transactions pursuant to a Shareholder Dividend Reinvestment Plan.
 - Consists of shares held under the Company's 401(k) plan, The Manitowoc Company, Inc. RSVP Profit Sharing Plan, including 23.9295 shares acquired in transactions occurring between 12/31/04 and 12/31/05, which are exempt from Section 16(b) pursuant to Rule 16b-3
- (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 12/31/05. 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.

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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