MANITOWOC CO INC

Form 4

September 11, 2008

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * THROOP ROBERT S			2. Issuer Name a Symbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(Last) (First) (Middle)		MANITOWOO 3. Date of Earliest	C CO INC [MTW]	(Check all applicable)			
2400 S. 44	TH STREET		(Month/Day/Year 09/11/2008)		10% Owner Other (specification)		
	(Street)		4. If Amendment,	Date Original	6. Individual or Joint/	Group Filing(Check	k	
MANITO'	WOC, WI 54220)	Filed(Month/Day/Y	(ear)	Applicable Line) _X_Form filed by One l Form filed by More Person	1 0		
(City)	(State)	(Zip)	Table I - Noi	n-Derivative Securities Acq	uired, Disposed of, or	Beneficially Own	ied	
1 Title of	2 Transaction Dat	te 2A Deeme	d 3	4 Securities Acquired (A)	or 5 Amount of	6 7 N	Jatı	

							, - I ,		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acq	uired (A) or	5. Amount of	6.	7. Nature
Security	(Month/Day/Year)	Execution Date, if	Transaction	orDisposed o	f (D)		Securities	Ownership	of Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5))	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	09/11/2008		A	82.5081	A	\$ 20.6391	205,216.4221	D	

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.

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)		4. Transacti	5.	6. Date Exerc Expiration Da		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(i.i.dia. Dayi Teal)	any (Month/Day/Year)	Code (Instr. 8)	of (Month/Day/Year)			Underlying Securities (Instr. 3 and 4	derlying Security curities (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amour or Numbe of Shares	er	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

THROOP ROBERT S 2400 S. 44TH STREET MANITOWOC, WI 54220

Signatures

Maurice Jones, by Power of Attorney

09/11/2008

**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.

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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