LAURINO CARL J

Form 4

December 10, 2008

Check this box

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5

if no longer

obligations 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 * LAURINO CARL J			2. Issuer Name <b>and</b> Ticker or Trading Symbol MANITOWOC CO INC [MTW]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
2400 S. 44TH STREET			12/09/2008	Officer (give title Other (specify below)			
				SVP and CFO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
MANITOWOC, WI 54220				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(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. Transacti Code (Instr. 8)	4. Securities Acc on Disposed of (D) (Instr. 3, 4 and 5	•	(A) or	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	12/09/2008		A	10,562.2071 (1) (2)	A	\$ 9.5987	29,169.7689	I	RSVP 401k Plan		
Common Stock	12/09/2008		S	46,382 (3) (4)	D	\$ 8.348	38,150.4427	D			

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

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#### 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	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

LAURINO CARL J 2400 S. 44TH STREET MANITOWOC, WI 54220

SVP and CFO

## **Signatures**

Maurice Jones, by Power of

Attorney 12/10/2008

\*\*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).
- The reporting person acquired 10,562.2071 shares in a discretionary transaction under the issuer's 401(k) plan (The Manitowoc Company, Inc. RSVP Profit Sharing Plan) on December 9, 2008.
  - The 29,169.7689 consists of shares held under the issuers 401(k) plan (The Manitowoc Company, Inc. RSVP Profit Sharing Plan) including 20.935 shares as a result of changes in balances ocurring between 12/31/07 and 12/09/08 which are exempt from Section 16(b)
- (2) 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 12/09/08. 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 sales ranging from a low of \$8.23 to a high of \$8.55.
- (4) Shares sold for tax planning purposes under a rule 10b5-1 plan established by the reporting person.

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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