#### MANITOWOC CO INC

Form 4

March 19, 2009

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

**OMB APPROVAL** 

3235-0287

January 31,

OMB

5. Relationship of Reporting Person(s) to

Number:

Expires:

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

			Symbol						Issuer				
	ľ	MANITOWOC CO INC [MTW]						(Check all applicable)					
(Last)	(First)	(Middle) 3	B. Date	of Earlies	t T	ransaction							
		(.	Month/	Day/Year	r)			_	Director		Owner		
2400 S. 44	TH STREET	C	)3/19/2	2009				bel	Officer (give titl low)	e Other below)	(specify		
	(Street)	4	. If Am	nendment, Date Original					6. Individual or Joint/Group Filing(Check				
MANUTO	WOC WI 54220	F	Filed(Mo	onth/Day/	Yea	r)			plicable Line) _ Form filed by One _ Form filed by Mor				
MANITO	WOC, WI 54220							Pe	rson	•			
(City)	(State)	(Zip)	Tal	ole I - No	n-l	Derivative Se	ecuriti	ies Acquir	ed, Disposed of, o	r Beneficially	Owned		
1.Title of	2. Transaction Date	2A. Deemed		3.		4. Securities	Acqui	red (A) or	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Da	ate, if	Transact	tion	Disposed of (	(D)		Securities	Ownership	Indirect		
(Instr. 3)		any		Code		(Instr. 3, 4 an	d 5)		Beneficially	Form:	Beneficial		
		(Month/Day/	Year)	(Instr. 8)	)				Owned	Direct (D)	Ownership		
				Code V	V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)		
Common Stock									12,000	I	By Wife		
Common Stock	03/19/2009			A(1)		111.6009	A	\$ 3.8678	37,956.1659	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)

#### Edgar Filing: MANITOWOC CO INC - Form 4

	1. Title of Derivative	2.	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5.	6. Date Exerc		7. Titl		8. Price of Derivative	9. Nu
Security (Instr. 3)		Conversion or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Underlying Securities (Instr. 3 and 4	ities	Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DUVAL DANIEL W 2400 S. 44TH STREET MANITOWOC, WI 54220

### **Signatures**

Maurice Jones, by Power of Attorney

03/19/2009

\*\*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 shares in exempt transactions pursuant to a Shareholder Dividend Reinvestment 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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