

MANITOWOC CO INC
Form 4
August 17, 2006

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 *
Nolden Dean J

(Last) (First) (Middle)
2400 SOUTH 44TH STREET
(Street)

MANITOWOC, WI 54220

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MANITOWOC CO INC [MTW]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2006

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)
VP of Finance and Controller

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 (A) or (D) | Price | |
| Common Stock | 08/15/2006 | | M | | 6,000 (1) | \$ 17.45 (1) | 11,010 D |
| Common Stock | 08/15/2006 | | S | | 6,000 (1) | \$ 42.2332 (2) | 5,010 D |
| Common Stock RSVP 401k Plan | | | | | | | 3,046.612 (3) I Common Stock RSVP 401k Plan |

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 (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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Emp Stock Option (right to buy) | \$ 17.45 ₍₁₎ | 08/15/2006 | | M | 6,000 | 02/21/2005 02/21/2012 | Common Stock | 6,000 ₍₁₎ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nolden Dean J 2400 SOUTH 44TH STREET MANITOWOC, WI 54220 | | | VP of Finance and Controller | |

Signatures

Maurice D. Jones, Power of Attorney
08/17/2006
**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).
- (4) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. This balance reflects that split.
- (1) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. These options were previously reported as covering 3,000 shares at an exercise price of \$34.90 per share, but were adjusted to reflect the stock split on April 10, 2006.
- (3) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for 1. This number consists of shares held under the Company's 401(k) plan (The Manitowoc Company, Inc. RSVP Profit Sharing Plan), including 287.8688 shares (split adjusted) acquired in transactions occurring between 12/31/04 and 12/31/05, 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 12/31/05 and previously reported as 1,523.3060 shares (including 143.9344 shares acquired in transactions occurring between 12/31/04 and 12/31/05),

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but was adjusted to reflect the stock split on April 10, 2006. 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.

(2) Average price of shares sold, with the sale ranging from \$42.23 to \$42.42

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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