

MANITOWOC CO INC
Form 4
October 18, 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 *
KRAUS TIMOTHY J

(Last) (First) (Middle)

2400 SOUTH 44TH STREET

(Street)

MANITOWOC, WI 54221-0066

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2006

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)

President Foodservice Group

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	10/16/2006		M	29,574 A \$ 12.615	78,228.0276 (1)	D	
Common Stock	10/16/2006		M	7,800 A \$ 12.615	86,028.0276 (1)	D	
Common Stock	10/16/2006		M	126 A \$ 12.615	86,154.0276 (1)	D	
Common Stock	10/16/2006		F	1,947 D \$ 50.53	84,207.0276 (1)	D	
Common Stock	10/16/2006		S	29,574 D \$ 51.0469 (2)	54,633.0276 (1)	D	

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Common Stock	10/16/2006	S	126	D	\$ 51.0469	54,507.0276 (1)	D
Common Stock	10/16/2006	S	500	D	\$ 51.14	54,007.0276 (1)	D

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 Acquired (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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Emp StockOption (right to buy)	\$ 12.615	10/16/2006		M	29,574	10/15/2006	10/15/2012	Common Stock	29,574
Emp StockOption (right to buy)	\$ 12.615	10/16/2006		M	7,800	10/15/2006	10/15/2012	Common Stock	7,800
Emp StockOption (right to buy)	\$ 12.615	10/16/2006		M	126	10/15/2006	10/15/2012	Common Stock	126

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAUS TIMOTHY J 2400 SOUTH 44TH STREET MANITOWOC, WI 54221-0066			President	Foodservice Group

Signatures

Maurice D. Jones, by Power of Attorney
10/18/2006

__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).
- (2) Average price of shares sold. Sale prices ranged from a low of \$50.77 to a high of \$51.32.
- (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.

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