

MANITOWOC CO INC
Form 4
May 07, 2007

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 *
DUVAL DANIEL W

(Last) (First) (Middle)

2400 SOUTH 24TH STREET, P O BOX 66

(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)
05/03/2007

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)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/03/2007		M		10,000 A \$ 9.54	23,357.1867	D
Common Stock	05/03/2007		M		3,000 A \$ 14.205	26,357.1867	D
Common Stock	05/03/2007		M		3,000 A \$ 14.33	29,357.1867	D
Common Stock	05/03/2007		M		6,000 A \$ 16.5313	35,357.1867	D
Common Stock	05/03/2007		S		22,000 D \$ 72.833 (1)	13,357.1867	D

Common Stock 6,000 I By Wife

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 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 Underlying (Instr. 3)
DirectorStkOptn(right to buy)	\$ 9.54	05/03/2007		M	10,000	02/21/2005 02/21/2013	Comm Stoc
DirectorStkOptn(right to buy)	\$ 14.205	05/03/2007		M	3,000	07/16/2003 07/16/2011	Comm Stoc
DirectorStkOptn(right to buy)	\$ 14.33	05/03/2007		M	3,000	02/13/2003 02/13/2011	Comm Stoc
DirectorStkOptn(right to buy)	\$ 16.5313	05/03/2007		M	6,000	05/02/2002 05/02/2010	Comm Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUVAL DANIEL W 2400 SOUTH 24TH STREET P O BOX 66 MANITOWOC, WI 54220	X			

Signatures

Maurice D. Jones, Power of Attorney 05/07/2007

**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) Average price of shares sold. Sale prices ranged from a high of \$73.56 to a low of \$72.30.

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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