

BOWERS MARY ELLEN

Form 4

May 05, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOWERS MARY ELLEN

(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)

05/03/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

V.P. Corporate Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
Common Stock	05/03/2006		A	1,900	A \$ 52.2	5,300 ⁽¹⁾	D
Common Stock						1,269.89 ⁽²⁾	I
							RSVP 401k Plan

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

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information contained in this form are not
required to respond unless the form
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(9-02)

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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 and Amount of Underlying Security (Instr. 3 and 4)
Emp StockOption (right to buy)	\$ 52.2	05/03/2006		A ⁽³⁾	13,600 ⁽⁴⁾	05/03/2008 05/03/2016	Common Stock 13,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOWERS MARY ELLEN 2400 SOUTH 24TH STREET P O BOX 66 MANITOWOC, WI 54220			V.P. Corporate Development	

Signatures

Maurice D. Jones, by Power of Attorney 05/05/2006

**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) Options vested in 25% increments beginning on date indicated.

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 1,269.8900 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

(2) 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 634.9450 shares (including 634.9450 shares acquired in transactions occurring between 12/31/04 and 12/31/05), 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.

(1) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1, resulting in the reporting person's ownership of an additional 1,700 shares.

(3) Options granted under The Manitowoc Company, Inc. 2003 Incentive Stock and Awards 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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