

MANITOWOC CO INC
Form 4
February 21, 2007

FORM 4

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

OMB APPROVAL

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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 *
ANDERSON DEAN H

(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)
02/16/2007

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		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)			
Common Stock	02/16/2007		M		1,000	A	\$ 15.01	34,712.5279	D
Common Stock	02/16/2007		M		1,000	A	\$ 15.285	35,712.5279	D
Common Stock	02/16/2007		M		1,500	A	\$ 16.995	37,212.5279	D
Common Stock	02/16/2007		M		2,500	A	\$ 20.28	39,712.5279	D
Common Stock	02/16/2007		A		0.0016	A	\$ 61.5969	39,712.5295	D
	02/16/2007		S		6,000	D		33,712.5295	D

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Common Stock					\$ 61.75 <u>(1)</u>		
Common Stock	02/21/2007		M	2,500	A	\$ 9.54	36,212.5295 D
Common Stock	02/21/2007		S	2,500	D	\$ 63	33,712.5295 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 Underlying (Instr. 3 and 4)
DirectorStkOptn(right to buy)	\$ 15.01	02/16/2007		M	1,000	02/23/2006 02/23/2014	Common Stock
DirectorStkOptn(right to buy)	\$ 15.285	02/16/2007		M	1,000	07/22/2005 07/22/2012	Common Stock
DirectorStkOptn(right to buy)	\$ 16.995	02/16/2007		M	1,500	02/22/2005 02/22/2012	Common Stock
DirectorStkOptn(right to buy)	\$ 20.28	02/16/2007		M	2,500	05/03/2005 05/03/2015	Common Stock
DirectorStkOptn(right to buy)	\$ 9.54	02/21/2007		M	2,500	02/21/2007 02/21/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON DEAN H 2400 SOUTH 44TH STREET	X			

MANITOWOC, WI 54221-0066

Signatures

Maurice D. Jones, Power of
Attorney

02/21/2007

__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 low of \$61.40 to a high of \$62.00.

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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