

PENNYPACKER BARRY  
Form 4  
March 28, 2019

**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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PENNYPACKER BARRY**

(Last) (First) (Middle)

**ONE PARK PLAZA, 11270 W  
PARK PLACE, SUITE 1000**

(Street)

**MILWAUKEE, WI 53224**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**MANITOWOC CO INC [MTW]**

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

**03/28/2019**

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 & CEO**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock <sup>(1)</sup>        | 03/28/2019                              |                                                             | A                                    | 29,433<br><sup>(2)</sup>                                                   | A \$ 0 131,270.799                                                                                                 | D                                                                    |                                         |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----------------|------------------------------------------------------|
|                                               |                                                        |                                         |                                                       | Code                              | V (A) (D)                                                                                  | Date Exercisable                                            | Expiration Date | Title                                                |
| 03.28.2016 Officer Option                     | \$ 17.4                                                |                                         |                                                       |                                   |                                                                                            | 03/28/2017                                                  | 03/28/2026      | Common Stock                                         |
| 02.22.2017 Off Opt                            | \$ 25.68                                               |                                         |                                                       |                                   |                                                                                            | 02/22/2018                                                  | 02/22/2027      | Common Stock                                         |
| 02.20.2018 Officer NQ                         | \$ 32.98                                               |                                         |                                                       |                                   |                                                                                            | 02/20/2019                                                  | 02/20/2028      | Common Stock                                         |
| 02.27.2019 Officer Non-Qualified Options      | \$ 18.4                                                |                                         |                                                       |                                   |                                                                                            | 02/27/2020                                                  | 02/27/2029      | Common Stock                                         |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships |           |                 |       |
|----------------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                                              | Director      | 10% Owner | Officer         | Other |
| PENNYPACKER BARRY<br>ONE PARK PLAZA<br>11270 W PARK PLACE, SUITE 1000<br>MILWAUKEE, WI 53224 |               |           | President & CEO |       |

## Signatures

Thomas L. Doerr, Jr., by Power of Attorney  
03/28/2019  
 \*\*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) Common stock includes restricted shares.
- (2) Shares granted to the reporting person under the 2013 Omnibus Incentive Plan for which the performance conditions to vesting were satisfied.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.