

MANITOWOC CO INC

Form 4

August 21, 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 *
Nolden Dean J

(Last) (First) (Middle)

2400 SOUTH 44TH STREET

(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)
08/18/2006

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 below) ____ Other (specify below)

VP of Finance and Controller

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	08/18/2006		M	(A) or (D) A Amount 2,400 (1) Price \$ 9.54 (1)	7,410 (2)	D	
Common Stock	08/18/2006		M	(A) or (D) A Amount 1,500 (3) Price \$ 15.01 (3)	8,910 (2)	D	
Common Stock	08/21/2006		S	(A) or (D) D Amount 3,900 Price \$ 45.05	5,010 (2)	D	

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

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SEC 1474
(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Emp StockOption (right to buy)	\$ 9.54 ⁽¹⁾	08/18/2006		M		2,400		02/21/2006	02/21/2013	Common Stock	2,400 ⁽¹⁾
Emp StockOption (right to buy)	\$ 15.08 ⁽³⁾	08/18/2006		M		1,500		02/20/2006	02/20/2014	Common Stock	1,500 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nolden Dean J
2400 SOUTH 44TH STREET
MANITOWOC, WI 54220

VP of Finance and Controller

Signatures

Maurice D. Jones, Power of Attorney

08/21/2006

 **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).

(1) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. These options were previously reported as covering 1,200 shares at an exercise price of \$19.08 per share, but were adjusted to reflect the stock split on April 10, 2006.

(2) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. This balance reflects that split.

(3) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. These options were previously reported as covering 750 shares at an exercise price of \$30.02 per share, but were adjusted to reflect the stock split on April 10, 1996.

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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