

THROOP ROBERT S

Form 4

February 28, 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 *
THROOP ROBERT S

(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)

02/28/2006

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 Beneficial Ownership (Instr. 4)
Common Stock	02/28/2006		M	V Amount (A) or (D) Price 1,250 A \$ 19.08	54,055.1944	D	
Common Stock	02/28/2006		M	1,250 A \$ 30.02	55,305.1944	D	
Common Stock	02/28/2006		M	750 A \$ 33.99	56,055.1944	D	
Common Stock	02/28/2006		S	3,347 D \$ 77	52,708.1944	D	
Common Stock	02/28/2006		S	3,100 D \$ 77.15	49,608.1944	D	
	02/28/2006		S	150 D	49,458.1944	D	

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Common
Stock

\$
77.21

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
DirectorStkOptn(right to buy)	\$ 19.08	02/28/2006		M	1,250	02/21/2004 02/21/2013	Common Stock
DirectorStkOptn(right to buy)	\$ 30.02	02/28/2006		M	1,250	02/23/2005 02/23/2014	Common Stock
DirectorStkOptn(right to buy)	\$ 33.99	02/28/2006		M	750	02/22/2003 02/22/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
THROOP ROBERT S 2400 SOUTH 44TH STREET MANITOWOC, WI 54221-0066	X

Signatures

Maurice D. Jones, by Power of Attorney
02/28/2006

__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).

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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