

MANITOWOC CO INC

Form 4

May 08, 2007

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)
05/04/2007

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/04/2007		M	1,200 A	\$ 9.54 6,613.228	D	
Common Stock	05/04/2007		M	1,500 A	\$ 15.08 8,113.228	D	
Common Stock	05/04/2007		M	2,000 A	\$ 17.45 10,113.228	D	
Common Stock	05/04/2007		M	2,000 A	\$ 20.28 12,113.228	D	
Common Stock	05/04/2007		S	6,700 D	\$ 74.0234 5,413.228	D	

(1)

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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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Emp StockOption (right to buy)	\$ 9.54	05/04/2007		M	1,200	02/21/2005 02/21/2013	Common Stock	1,200
Emp StockOption (right to buy)	\$ 15.08	05/04/2007		M	1,500	02/20/2006 02/20/2014	Common Stock	1,500
Emp StockOption (right to buy)	\$ 17.45	05/04/2007		M	2,000	02/21/2004 02/21/2012	Common Stock	2,000
Emp StockOption (right to buy)	\$ 20.28	05/04/2007		M	2,000	05/03/2007 05/03/2015	Common Stock	2,000

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

05/08/2007

__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 high of \$74.074 to a low of \$74.00.

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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