Etchart Eric Form 4 February 20, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

obligations may continue. See Instruction 1(b).

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 * **Etchart Eric**

2. Issuer Name and Ticker or Trading Symbol

MANITOWOC CO INC [MTW]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

02/15/2008

Director 10% Owner Other (specify

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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X_ Officer (give title below) below)

2400 SOUTH 44TH STREET, PO **BOX 66**

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

SVP Manitowoc & President MCG

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MANITOWOC, WI 54220

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) V Amount (D) Price

Common Stock

(City)

02/15/2008

A 3,200

39.13

5,200

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 (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. Transactio Code (Instr. 8)	5. Number of or 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 A Underlying S (Instr. 3 and	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Emp StockOption (right to buy)	\$ 39.13	02/15/2008		A(1)	21,600	02/15/2010(2)	02/15/2018	Common Stock	21

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Etchart Eric

2400 SOUTH 44TH STREET

POBOX66

MANITOWOC, WI 54220

SVP Manitowoc & President MCG

Signatures

Maurice D. Jones, Power of

Attorney 02/20/2008

**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) Options granted under The Manitowoc Company, Inc. 2003 Incentive Stock and Awards Plan.
- (2) Options vest annually in 25% increments beginning on date indicated.

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.

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