EGNOTOVICH CYNTHIA M

Form 4

December 14, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * EGNOTOVICH CYNTHIA M			2. Issue: Symbol	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			MANITOWOC CO INC [MTW]									
(Last)	(First)	(Middle)	3. Date of Earliest Transaction									
			(Month/Day/Year)					Director	10%	Owner		
2400 S. 44TH STREET (Street)			12/12/2	12/12/2011					Officer (give below)	e title Other (specify below)		
			4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	Filed(Moi	Filed(Month/Day/Year)										
MANITOW	OC, WI 5422	20							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-	-Der	ivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction	emed	med 3. 4. Securities Acquired				quired	5. Amount of	6.	7. Nature of		
Security	rity (Month/Day/Year) Execution			on Date, if Transaction(A) or Disposed of (D)				Securities	Indirect			
(Instr. 3)		any		Code	(I	Instr. 3, 4	4 and 5	5)	Beneficially	Form: Direct	Beneficial	
		(Month	/Day/Year)	(Instr. 8))				Owned	(D) or	Ownership	
									Following	Indirect (I)	(Instr. 4)	
							(A)		Reported	(Instr. 4)		
							or		Transaction(s)			
				Code V	V A	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	12/12/2011			A	5-(1	4.959	A	\$ 9.65	34,969.6793	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.

9.65

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5.	6. Date Exerc Expiration Da		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(i.i.dia. Dayi Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/) e		Underlying Securities (Instr. 3 and 4	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amoun or Numbe of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EGNOTOVICH CYNTHIA M 2400 S. 44TH STREET MANITOWOC, WI 54220

Signatures

Maurice D. Jones, Power of Attorney

12/14/2011 Date

**Signature of Reporting Person

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) Includes amount and purchase price of common stock units acquired in an exempt transaction pursuant to dividend reinvestment provisions of the Deferred Compensation Plan.

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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