

MANITOWOC CO INC

Form 4

March 22, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Weyers Lawrence Joseph

(Last) (First) (Middle)

2400 S. 44TH STREET

(Street)

MANITOWOC, WI 54220

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol

MANITOWOC CO INC [MTWX]

3. Date of Earliest Transaction
 (Month/Day/Year)

03/18/2016

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)

Executive Vice President

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)
			Code	V	Amount	(D)	Price

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

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SEC 1474
 (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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Un
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Tit
022707EmpStockOption	\$ 7.1516								02/27/2009	02/27/2017	Co
021508EmpStockOption ⁽²⁾	\$ 9.4814								02/15/2010	02/15/2018	Co
02.24.2009EmpStockOption	\$ 1.0686								02/24/2011	02/24/2019	Co
02.14.2011EmpStockOption ⁽³⁾	\$ 4.7928								02/14/2012	02/14/2021	Co
02.28.2012EmpStockOption	\$ 3.9447								02/28/2013	02/28/2022	Co
02.26.2013EmpStockOption ⁽³⁾	\$ 4.3954								02/26/2014	02/26/2023	Co
02.14.2014EmpStockOption ⁽³⁾	\$ 7.0438								02/14/2015	02/14/2024	Co
02.11.2010EmpStockOption ⁽²⁾	\$ 2.7502								02/11/2012	02/11/2020	Co
02.17.2015OfficerStockOption	\$ 5.2822								02/17/2016	02/17/2025	Co

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weyers Lawrence Joseph 2400 S. 44TH STREET MANITOWOC, WI 54220			Executive Vice President	

Signatures

Louis F. Raymond, Power of Attorney 03/22/2016

 **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) These stock options were issued in connection with the spin-off of Manitowoc Foodservice, Inc. on March 4, 2016. The options were deemed to be acquired by the Reporting Person upon the date the exercise price became fixed, March 18, 2016.
- (2) Options vest in 25% increments after 2 years from the date acquired.
- (3) Options vest in 25% increments annually beginning on date indicated in the "Date Exercisable" column.

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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