

GROWCOCK TERRY D
Form 4
July 28, 2005

FORM 4

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

OMB APPROVAL

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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 *
GROWCOCK TERRY D

2. Issuer Name and Ticker or Trading Symbol
MANITOWOC CO INC [MTW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/26/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman of the Board and CEO

2400 SOUTH 44TH STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MANITOWOC, WI 54221-0066

(City) (State) (Zip)

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 or Price		
Common Stock	07/26/2005		M		8,000 A \$ 25.5833	(1)	D
Common Stock	07/26/2005		M/K		2,000 A \$ 25.5833	(1)	D
Common Stock	07/26/2005		S		8,000 D \$ 45.4861	(2)	D
Common Stock	07/26/2005		F/K		1,123 D \$ 45.53	(1)	D
Common Stock	07/27/2005		M		4,308 A \$ 25.25	(1)	D

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Common Stock	07/27/2005	M/K	2,000	A	\$ 25.25	73,692.5083 (1)	D	
Common Stock	07/27/2005	M	3,692	A	\$ 25.5833	77,384.5083 (1)	D	
Common Stock	07/27/2005	S	8,000	D	\$ 45.0454 (3)	69,384.5083 (1)	D	
Common Stock	07/27/2005	F/K	1,111	D	\$ 45.43	68,273.5083 (1)	D	
Common Stock						2,044.5038 (4)	I	RSVP 401k Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	\$ 25.5833	07/26/2005		M	8,000	02/16/2001 02/16/2009	Common Stock	8,000
Emp StockOption (right to buy)	\$ 25.5833	07/26/2005		M	2,000	02/16/2001 02/16/2009	Common Stock	2,000
Emp StockOption (right to buy)	\$ 25.25	07/27/2005		M	2,000	02/15/2002 02/15/2010	Common Stock	2,000
Emp StockOption (right to buy)	\$ 25.25	07/27/2005		M	4,308	02/15/2002 02/15/2010	Common Stock	4,308
	\$ 25.5833	07/27/2005		M	3,692	02/16/2001 02/16/2009		3,692

