

MANITOWOC CO INC
Form 4
March 16, 2006

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 *
KRAUS TIMOTHY J

(Last) (First) (Middle)
2400 SOUTH 44TH STREET
(Street)

MANITOWOC, WI 54221-0066

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2006

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)
President Foodservice Group

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (A) or (D) Price		
Common Stock	03/15/2006		M		216 A \$ 19.5	15,910.5171	D
Common Stock	03/15/2006		M		56 A \$ 19.5	15,966.5171	D
Common Stock	03/15/2006		M		3,038 A \$ 25.5833	19,004.5171	D
Common Stock	03/15/2006		M		94 A \$ 25.5833	19,098.5171	D
Common Stock	03/15/2006		M		5,100 A \$ 30.5417	24,198.5171	D

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Common Stock	03/15/2006	M	2,400	A	\$ 30.5417	26,598.5171	D	
Common Stock	03/15/2006	F/K	4,038	D	\$ 70.81	22,560.5171	D	
Common Stock						14,441.834 <u>(1)</u>	I	RSVP 401k Plan

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Emp StockOption (right to buy)	\$ 19.5	03/15/2006		M	216	10/17/2002	10/17/2010	Common Stock	216
Emp StockOption (right to buy)	\$ 19.5	03/15/2006		M	56	10/17/2002	10/17/2010	Common Stock	56
Emp StockOption (right to buy)	\$ 25.5833	03/15/2006		M	3,038	02/16/2001	02/16/2009	Common Stock	3,038
Emp StockOption (right to buy)	\$ 25.5833	03/15/2006		M	94	02/16/2001	02/16/2009	Common Stock	94
Emp StockOption (right to buy)	\$ 30.5417	03/15/2006		M	2,400	05/05/2000	05/05/2008	Common Stock	2,400
Emp StockOption (right to buy)	\$ 30.5417	03/15/2006		M	5,100	05/05/2000	05/05/2008	Common Stock	5,100

