THROOP ROBERT S

Form 4 May 05, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005 Estimated average

10% Owner

Other (specify

burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * THROOP ROBERT S

2. Issuer Name and Ticker or Trading Symbol

MANITOWOC CO INC [MTW]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First)

(Street)

(State)

3. Date of Earliest Transaction

X Director Officer (give title

2400 SOUTH 44TH STREET

05/03/2006

below)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

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

Person

MANITOWOC, WI 54221-0066

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (D) (Month/Day/Year) (Instr. 8)

(Middle)

(Zip)

4. Securities Acquired Transaction(A) or Disposed of (Instr. 3, 4 and 5) (A)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 7. Nature of Ownership Indirect Securities Beneficially Form: Direct Beneficial Owned Following (D) or Ownership Reported Indirect (I) (Instr. 4) Transaction(s) (Instr. 4)

D

(Instr. 3 and 4) Price Amount (D)

Common 05/03/2006 Stock

100,766.4028 Α 1.800 52.2

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)

1. Title of Derivative Security

Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number

6. Date Exercisable and Transaction of Derivative Expiration Date

7. Title ar Underlyir

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]	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		(A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
DirectorStkOptn(right	\$ 52.2	05/03/2006		A(2)		4,400		05/03/2006	05/03/2016	Commo

Code

Securities

(Month/Day/Year)

(Instr. 3 a

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
THROOP ROBERT S 2400 SOUTH 44TH STREET MANITOWOC, WI 54221-0066	X						

Signatures

(Instr. 3)

to buy)

Maurice D. Jones, by Power of Attorney 05/05/2006

or Exercise

**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).
- (3) Options vest immediately upon granting.
- (2) Option granted under The Manitowoc Company, Inc. 2004 Non-Employee Director Stock and Awards Plan.
- (1) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1 resulting in the reporting person's ownership of an additional 49,483.2014 shares.

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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