GROWCOCK TERRY D

Form 4 March 07, 2008

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287 January 31,

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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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

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1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> GROWCOCK TERRY D			2. Issuer Name and Ticker or Trading Symbol MANITOWOC CO INC [MTW]						5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 2400 SOUTH 44TH STREET			3. Date of Earliest Transaction (Month/Day/Year) 03/07/2008						(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman of the Board				
	F	4. If Amendment, Date Original Filed(Month/Day/Year)				Ap	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting						
MANITO	WOC, WI 54221-	0066						Pe	_ Form filed by More t rson	nan One Repor	ung		
(City)	(State)	(Zip)	Tab	ole I - Non	-Derivative	Securi	ities	Acquir	ed, Disposed of, or	Beneficially (Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Data any (Month/Day/Y		3. Transactic Code (Instr. 8)	4. Securitie orDisposed o (Instr. 3, 4	f (D) and 5)	A) or D)	I (A) or	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)		
Common Stock	03/07/2008			S	8,245.330)7 E)	\$ 39.85	246,869.4177	D			
Common Stock									8,234.0938 (1)	I	RSVP 401k Plan		
Reminder: Ro	eport on a separate lin	e for each class	s of sec	urities ben	Perso inforn	ns wh	o ro	espond ntained	rectly. to the collection in this form are inless the form		1474 (9-02)		

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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	xercisable Date	Title	Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Relationships

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

GROWCOCK TERRY D 2400 SOUTH 44TH STREET X Chairman of the Board

Signatures

Maurice D. Jones, Power of Attorney

MANITOWOC, WI 54221-0066

03/07/2008

**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).

Consists of shares held under the Company's 401(k) plan, The Manitowoc Company, Inc. RSVP Profit Sharing Plan, including 4.7104 shares acquired in transactions occurring between 12/31/06 and 12/31/07, which are exempt from Section 16(b) pursuant to Rule 16b-3

(1) and exempt from reporting pursuant to Rule 16a-3(f)(1)(i)(B). The information in this report is based on a plan statement dated as of 12/31/07. From time to time the plan administrator collects maintenance fees related to the RSVP Plan, which may result in the number of shares held by a participant in the RSVP Plan declining by a marginal amount.

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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