

MANITOWOC CO INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 5/3/2006 For Period Ending 5/1/2006

Address	P O BOX 66 MANITOWOC, Wisconsin 54221-0066
Telephone	920-684-4410
CIK	0000061986
Industry	Constr. & Agric. Machinery
Sector	Capital Goods
Fiscal Year	12/31

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FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
JONES MAURICE D			MANITOWOC CO INC [MTW]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr.V.P., Gen Counsel and Sect.		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			5/1/2006					
2400 SOUTH 44TH STREET			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/1/2006		M		14000 (1)	A	\$9.75 (1)	26827.8233	D	
Common Stock	5/1/2006		M		45000 (2)	A	\$12.615 (2)	71827.8233	D	
Common Stock	5/1/2006		S		45000 (2)	D	\$50.0251 (3)	26827.8233	D	
Common Stock	5/1/2006		S		14000 (1)	D	\$50.0251 (3)	12827.8233	D	
Common Stock								1705.108 (4)	I	RSVP 401k Plan

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Emp Stock Option (right to buy)	\$9.75 (1)	5/1/2006		M		14000	10/17/2002	10/17/2010	Common Stock	14000 (1)	\$9.75 (1)	0 (5)	D	
Emp Stock Option (right to buy)	\$12.615 (2)	5/1/2006		M		45000	10/15/2004	10/15/2012	Common Stock	45000 (2)	\$12.615 (2)	45000 (5)	D	

Explanation of Responses:

- (1) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. These options were previously reported as covering 7,000 shares at an exercise price of \$19.50 per share, but were adjusted to reflect the stock split on April 10, 2006.
- (2) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. These options were previously reported as

covering 22,500 shares at an exercise price of \$25.23 per share, but were adjusted to reflect the stock split on April 10, 2006.

- (3) Average price of shares sold, with the sale ranging from \$50.00 to \$50.13.
- (4) On April 10, 2006 the common stock of The Manitowoc Company, Inc. split 2-for-1. This number consists of shares held under the Company's 401(k) plan (The Manitowoc Company, Inc. RSVP Profit Sharing Plan), including 194,233.6 shares (split-adjusted) acquired in transactions occurring between 12/31/04 and 12/31/05, which are exempt from Section 16(b) pursuant to Rule 16b-3 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 12/31/05 and previously reported as 852,554 shares (including 97,116.8 shares acquired in transactions occurring between 12/31/04 and 12/31/05), but was adjusted to reflect the stock split on April 10, 2006. 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.
- (5) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. This balance reflects that split.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES MAURICE D 2400 SOUTH 44TH STREET MANITOWOC, WI 54221-0066			Sr.V.P., Gen Counsel and Sect.	

Signatures

MAURICE D JONES

5/3/2006

** Signature of Reporting Person

Date

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

* 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).

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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