

MANITOWOC CO INC

FORM 4

(Statement of Changes in Beneficial Ownership)

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

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)		
TELLOCK GLEN E			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) President Crane Group		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			5/3/2006					
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	5/3/2006		A		4600	A	\$52.2	24374.6046 (1)(2)	D	
Common Stock								300 (3)	I	By Daughter
Common Stock								8551.11 (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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Emp Stock Option (right to buy)	\$52.2	5/3/2006		A	(5)	33100	(6)	5/3/2008	5/3/2016	Common Stock	33100	\$52.2	33100	D	

Explanation of Responses:

- (1) Includes amount and price of shares acquired in exempt transactions pursuant to a Shareholder Dividend Reinvestment Plan.
- (2) 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 9,887.3023 shares.
- (3) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1, resulting in the reporting person's daughter owning an additional 150 shares.
- (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 39.5394 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 4,275.550 shares (including 19.7697 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) Options granted under The Manitowoc Company, Inc. 2003 Incentive Stock and Awards Plan.

(6) Options vest in 25% increments annually beginning on date indicated.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TELLOCK GLEN E 2400 SOUTH 44TH STREET MANITOWOC, WI 54221-0066			President Crane Group	

Signatures

Maurice D. Jones, by Power of Attorney

5/5/2006

** 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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