

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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * TELLOCK GLEN E <small>(Last) (First) (Middle)</small> 2400 S. 44TH STREET <small>(Street)</small> MANITOWOC, WI 54220 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol MANITOWOC CO INC [MTW] 3. Date of Earliest Transaction (MM/DD/YYYY) 1/7/2014 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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								1500 ⁽¹⁾	I	By Daughter (L)
Common Stock								17326.7463 ⁽²⁾	I	RSVP 401k Plan
Common Stock								1000 ⁽³⁾	I	By Daughter (M)
Common Stock	1/7/2014		M		66256	A	\$10.14	461891.27	D	
Common Stock	1/7/2014		M		277725	A	\$4.41	739616.27	D	
Common Stock	1/7/2014		S		314713 ^{(4) (5)}	D	\$23.0805	424903.27	D	

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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
050305EmpStockOption (rtb)	\$10.14	1/7/2014		M	66256	5/3/2007	5/3/2015	Common Stock	66256	\$0	0	D	
02.24.2009EmpStockOption	\$4.41	1/7/2014		M	277725	2/24/2011	2/24/2019	Common Stock	277725	\$0	92575	D	

Explanation of Responses:

- (1) The reporting person no longer has a reportable beneficial interest in 1,500 shares of common stock owned by his daughter and included in the reporting person's prior ownership reports.
- (2) Net increase of 50.4160 shares between 12/31/11 and 12/31/12 under the Company's 401(k) plan, due to acquisitions of shares, plan

maintenance fees and required plan forfeitures and withdrawals under IRC safe harbor rules, all of 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).

- (3) Acquisition by the reporting person's spouse as custodian for daughter (M) under the Wisconsin Uniform Transfer to Minors Act.
- (4) Weighted average price of shares sold with sales ranging from a low of \$22.70 to a high of \$23.31.
- (5) Shares sold for tax planning purposes under a rule 10b5-1 plan established by the reporting person.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TELLOCK GLEN E 2400 S. 44TH STREET MANITOWOC, WI 54220			President and CEO	

Signatures

Maurice Jones, by Power of Attorney

1/8/2014

** 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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