

] 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 I	Reporting	Person *	2.	. Is	suer Na	me a	nd Ticker	or Tradi	ng Symb	ol 5. Relatio (Check al			Person(s)	to Issuer
NOSBUSCH KEITI	H D		N	ΙA	NITO	WC	OC CO	INC [M	ITW]					
(Last) (First)	(Mic	ddle)	3.	3. Date of Earliest Transaction (MM/DD/YYYY)					´		-	10%		
2400 SOUTH 44TH STREET				2/23/2004						below)	r (give title	below) _	Other	specify
(Stree	:)				Amend		t, Date Or	iginal File	ed	6. Individ Applicable L		nt/Group I	Filing (Che	eck
MANITOWOC, WI (City) (State												Reporting Per han One Repo		n
	Table 1	I - Non-I	Deriv	ati	ve Secu	ıritie	s Acquir	ed, Dispo	sed of, o	or Beneficiall	y Owned			
1.Title of Security (Instr. 3)			2. Tra Date	ans.	2A. Deemed Executi Date, if any	d C ion (I	Code Anstr. 8) I	A. Securities Acquired (A) Disposed of (Instr. 3, 4 an (A) or Amount (D)	or (Ins	mount of Securiti owing Reported T tr. 3 and 4)			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Table II - D	erivative	Securitie	es Be	nei	ficially	Own	ned (<i>e.g.</i> ,	puts, cal	lls, warr	ants, options	, convert	ible secur	ities)	
1. Title of Derivate Security (Instr. 3) 2. Conversi or Exerci Price of Derivativ Security	se	Execution Date, if	4. Trans Code (Instr 8)	3. ·	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date				Derivative	derivative Securities Beneficially Owned Following	Ownership of Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(s) (Instr. 4)	(4)	
DirectorStkOptn (right to buy) \$0	2/23/2004		A (1)		5000		2/23/2005	2/23/2015	Common Stock	5000	\$30.02	5000	D	

Explanation of Responses:

- (1) Option granted under The Manitowoc Company, Inc. 1999 Non-Employee Director Stock Option Plan.
- (2) Options vested in 25% increments beginning on date indicated.

Panarting Owners

Kepor ang Owners							
Demonting Overnor Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
NOSBUSCH KEITH D							
2400 SOUTH 44TH STREET	X						
MANITOWOC. WI 54221-0066							

Signatures

Maurice Jones, by Power of Attorney

2/25/2004

^{**} Signature of Reporting Person

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.