

FORM 3

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

OMB APPROVAL
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INITIAL STATEMENT OF 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(h) of the
Investment Company Act of 1940

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person * | 2. Date of Event Requiring Statement (MM/DD/YYYY) | 3. Issuer Name and Ticker or Trading Symbol |
| Nolden Dean J | 5/4/2004 | MANITOWOC CO INC [MTW] |
| (Last) (First) (Middle) 2400 SOUTH 44TH STREET | 4. 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) VP of Finance and Controller / | |
| (Street) MANITOWOC, WI 54220 | 5. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| (City) (State) (Zip) | 5/14/2004 | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1305 ⁽¹⁾ | D | |

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

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-------------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Emp StockOption (right to buy) | 2/21/2005 ⁽²⁾ | 2/21/2013 | Common Stock | 2400 ⁽³⁾ | \$19.08 | D | |
| Emp StockOption (right to buy) | 10/17/2002 ⁽⁴⁾ | 10/17/2010 | Common Stock | 3000 ⁽³⁾ | \$19.5 | D | |
| Emp StockOption (right to buy) | 2/15/2002 ⁽⁵⁾ | 2/15/2010 | Common Stock | 2400 ⁽³⁾ | \$25.25 | D | |
| Emp StockOption (right to buy) | 2/16/2001 ⁽⁶⁾ | 2/16/2009 | Common Stock | 2400 ⁽³⁾ | \$25.2583 | D | |

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

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Emp StockOption (right to buy) | 2/20/2006 (7) | 2/20/2014 | Common Stock | 3000 (3) | \$30.16 | D | |
| Emp StockOption (right to buy) | 2/21/2004 (8) | 2/21/2012 | Common Stock | 4000 (3) | \$34.9 | D | |

Explanation of Responses:

- (1) 405 shares were omitted from the reporting persons original Form 3. This amended Form 3 adds 405 shares to the 450 shares previously reported for a total of 855 shares owned directly by the reporting person.
- (2) Option vests in 25% increments annually beginning on February 21, 2005.
- (3) These options were omitted from the reporting persons original Form 3.
- (4) Option vests in 25% increments annually beginning on October 17, 2002.
- (5) Option vests in 25% increments annually beginning on February 15, 2002.
- (6) Option vests in 25% increments annually beginning on February 16, 2001.
- (7) Option vests in 25% increments annually beginning on February 20, 2006.
- (8) Option vests in 25% increments anually beginning on February 21, 2004.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nolden Dean J 2400 SOUTH 44TH STREET MANITOWOC, WI 54220 | | | VP of Finance and Controller | |

Signatures

Maurice D. Jones, Power of Attorney

6/3/2004

** 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 5(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.

Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of Maurice D. Jones, Thomas G. Musial, and Carl J. Laurino, signing singly, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of The Manitowoc Company, Inc. (the "Company"), Forms ID, 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the fore-going which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or each such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the fore-going attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 6th day of May, 2004.

Dean J. Nolden