

# FORM 4

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

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

## 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 * | 2. Issuer Name and Ticker or Trading Symbol          | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |
| <b>TELLOCK GLEN E</b>                     | <b>MANITOWOC CO INC [ MTW ]</b>                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>President and CEO</b> |
| (Last) (First) (Middle)                   | 3. Date of Earliest Transaction (MM/DD/YYYY)         |   |
| <b>2400 S. 44TH STREET</b>                | <b>12/10/2012</b>                                    |   |
| (Street)                                  | 4. If Amendment, Date Original Filed<br>(MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)   |
| <b>MANITOWOC, WI 54220</b>                |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| (City) (State) (Zip)                      |  |   |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans.<br>Date | 2A.<br>Deemed<br>Execution<br>Date, if<br>any | 3. Trans.<br>Code<br>(Instr. 8) |   | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |           | 5. Amount of Securities Beneficially<br>Owned Following Reported Transaction<br>(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|-------------------|---|---------------------------------|---|---|------------------|-----------|---|---|---|
|                                    |                   |   | Code                            | V | Amount  | (A)<br>or<br>(D) | Price     |   |   |   |
| Common Stock                       |                   |   |                                 |   |   |                  |           | 1500  | I   | By Daughter (L)   |
| Common Stock                       |                   |   |                                 |   |   |                  |           | 17276.3303 <sup>(1)</sup>   | I   | RSVP 401k Plan  |
| Common Stock                       |                   |   |                                 |   |   |                  |           | 1000 <sup>(2)</sup>   | I   | By Daughter (M)   |
| Common Stock                       | 12/10/2012        |   | A                               |   | 704.292 <sup>(3)</sup>  | A                | \$15.1232 | 328417.7394   | D   |   |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A.<br>Deemed<br>Execution<br>Date, if<br>any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and<br>5) |     | 6. Date Exercisable<br>and Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                               | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(s) (Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|--|-----|--|--------------------|--|-------------------------------|---|--|---|--|
|  |  |                   |   | Code                            | V | (A)  | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or Number of<br>Shares |   |  |   |  |

### Explanation of Responses:

- (1) Net reduction of 36.182 shares occurring between 12/31/10 and 12/31/11 under the Companys 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).
- (2) Acquisition by the reporting person's spouse as custodian for minor daughter (M) under the Wisconsin Uniform Transfer to Minors Act.
- (3) Includes amount and purchase price of shares acquired in exempt transactions pursuant to a shareholder dividend reinvestment plan.

### Reporting Owners

| Reporting Owner Name / Address                      | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| <b>TELLOCK GLEN E</b><br><b>2400 S. 44TH STREET</b> |               |           | <b>President and CEO</b> |       |

|                     |  |  |  |  |
|---------------------|--|--|--|--|
| MANITOWOC, WI 54220 |  |  |  |  |
|---------------------|--|--|--|--|

**Signatures**

**Maurice Jones, by Power of Attorney**

**12/18/2012**

\*\* 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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