

# 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**

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2008  
Estimated average burden hours per response... 0.5

**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

<b>1. Name and Address of Reporting Person *</b>  <b>GROWCOCK TERRY D</b> <small>(Last) (First) (Middle)</small>  <b>2400 SOUTH 44TH STREET</b> <small>(Street)</small>  <b>MANITOWOC, WI 54221-0066</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>MANITOWOC CO INC [ MTW ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chairman of the Board and CEO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>7/26/2005</b></p>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed</b> (MM/DD/YYYY)		

**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	7/26/2005		M		8000	A	\$25.5833	74507.5083 <sup>(1)</sup>	D	
Common Stock	7/26/2005		M/K		2000	A	\$25.5833	76507.5083 <sup>(1)</sup>	D	
Common Stock	7/26/2005		S		8000	D	\$45.4861 <sup>(2)</sup>	68507.5083 <sup>(1)</sup>	D	
Common Stock	7/26/2005		F/K		1123	D	\$45.53	67384.5083 <sup>(1)</sup>	D	
Common Stock	7/27/2005		M		4308	A	\$25.25	71692.5083 <sup>(1)</sup>	D	
Common Stock	7/27/2005		M/K		2000	A	\$25.25	73692.5083 <sup>(1)</sup>	D	
Common Stock	7/27/2005		M		3692	A	\$25.5833	77384.5083 <sup>(1)</sup>	D	
Common Stock	7/27/2005		S		8000	D	\$45.0454 <sup>(3)</sup>	69384.5083 <sup>(1)</sup>	D	
Common Stock	7/27/2005		F/K		1111	D	\$45.43	68273.5083 <sup>(1)</sup>	D	
Common Stock								2044.5038 <sup>(4)</sup>	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				
Emp Stock Option (right to buy)	\$25.5833	7/26/2005		M		8000	2/16/2001	2/16/2009	Common Stock	8000	\$25.5833	5692	D	
Emp Stock Option		7/26/2005						2/16/2009	Common		\$25.5833			

**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				
(right to buy)	\$25.5833			M		2000	2/16/2001		Stock	2000		3692	D	
Emp StockOption (right to buy)	\$25.25	7/27/2005		M		2000	2/15/2002	2/15/2010	Common Stock	2000	\$25.25	21039	D	
Emp StockOption (right to buy)	\$25.25	7/27/2005		M		4308	2/15/2002	2/15/2010	Common Stock	4308	\$25.25	16731	D	
Emp StockOption (right to buy)	\$25.5833	7/27/2005		M		3692	2/16/2001	2/16/2009	Common Stock	3692	\$25.5833	0	D	

**Explanation of Responses:**

- (1) Includes amount and price of shares acquired in exempt transactions pursuant to a Shareholder Dividend Reinvestment Plan.
- (2) Average price of shares sold, with the sale ranging from \$45.28 to \$45.60.
- (3) Average price of shares sold, with the sale ranging from \$44.55 to \$45.43.
- (4) Consists of shares held under the Company's 401(k) plan, The Manitowoc Company, Inc. RSVP Profit Sharing Plan, including 11,813 shares acquired in transactions occurring between 12/31/03 and 12/31/04, 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 12/31/04. 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>GROWCOCK TERRY D 2400 SOUTH 44TH STREET MANITOWOC, WI 54221-0066</b>	<b>X</b>		<b>Chairman of the Board and CEO</b>	

**Signatures**

**Maurice D. Jones, by Power of Attorney**

**7/28/2005**

\*\* 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.

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.