

# MANITOWOC CO INC

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/30/2003 For Period Ending 12/10/2003

Address	P O BOX 66 MANITOWOC, Wisconsin 54221-0066
Telephone	920-684-4410
CIK	0000061986
Industry	Constr. & Agric. Machinery
Sector	Capital Goods
Fiscal Year	12/31

# 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**

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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 Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>GROWCOCK TERRY D</b>			<b>MANITOWOC CO INC [ MTW ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>CEO &amp; President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>2400 SOUTH 44TH STREET</b>			<b>12/10/2003</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>MANITOWOC, WI 54221-0066</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <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 (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			

**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	Title	Amount or Number of Shares				
Common Stock Unit	\$0 (1)	12/10/2003		A (2)		56.3531 (3)		8/8/1988 (4)	8/8/1988 (4)	Common Stock	56.3531	\$28.4369	5780.175	D	
Common Stock Unit	\$0 (1)	12/26/2003		A (2)		0.0055		8/8/1988 (4)	8/8/1988 (4)	Common Stock	0.0055	\$30.74	5780.1805	D	

**Explanation of Responses:**

- (1) These common stock units are convertible into common stock on a 1 for 1 basis.
- (2) Common Stock Units acquired in transactions exempt under Rule 16b-3(d) under the Company's Deferred Compensation Plan. This Plan provides for tax withholding rights.
- (3) The acquisition of these shares was not reported on a timely basis due to the fact that the Plan Administrator failed to notify the reporting person or the Company of the acquisition until December 29, 2003.  
The Plan provides that the distribution date is the first day of the month following the participant's death, disability, termination of service/employment, a date specified by the participant or the earliest to occur of any combination of such options, at the election of the participant. Distributions are payable in a lump sum, or in no more than 180 monthly, 60 quarterly or 15 annual installments, at the election of the participant.
- (4)

**Reporting Owners**

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**Signatures**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>GROWCOCK TERRY D</b> <b>2400 SOUTH 44TH STREET</b> <b>MANITOWOC, WI 54221-0066</b>	<b>X</b>		<b>CEO &amp; President</b>	

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

**12/30/2003**

\*\* 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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**End of Filing**

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