

GROWCOCK TERRY D
Form 4
July 28, 2005

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GROWCOCK TERRY D

2. Issuer Name and Ticker or Trading Symbol
MANITOWOC CO INC [MTW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2400 SOUTH 44TH STREET

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

(Street)
MANITOWOC, WI 54221-0066

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 or Price		
Common Stock	07/26/2005		M		8,000 A \$ 25.5833	(1)	D
Common Stock	07/26/2005		M/K		2,000 A \$ 25.5833	(1)	D
Common Stock	07/26/2005		S		8,000 D \$ 45.4861	(1)	D
Common Stock	07/26/2005		F/K		1,123 D \$ 45.53	(1)	D
Common Stock	07/27/2005		M		4,308 A \$ 25.25	(1)	D

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Common Stock	07/27/2005	M/K	2,000	A	\$ 25.25	73,692.5083 (1)	D	
Common Stock	07/27/2005	M	3,692	A	\$ 25.5833	77,384.5083 (1)	D	
Common Stock	07/27/2005	S	8,000	D	\$ 45.0454 (3)	69,384.5083 (1)	D	
Common Stock	07/27/2005	F/K	1,111	D	\$ 45.43	68,273.5083 (1)	D	
Common Stock						2,044.5038 (4)	I	RSVP 401k Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Emp StockOption (right to buy)	\$ 25.5833	07/26/2005		M	8,000	02/16/2001 02/16/2009	Common Stock	8,000
Emp StockOption (right to buy)	\$ 25.5833	07/26/2005		M	2,000	02/16/2001 02/16/2009	Common Stock	2,000
Emp StockOption (right to buy)	\$ 25.25	07/27/2005		M	2,000	02/15/2002 02/15/2010	Common Stock	2,000
Emp StockOption (right to buy)	\$ 25.25	07/27/2005		M	4,308	02/15/2002 02/15/2010	Common Stock	4,308
	\$ 25.5833	07/27/2005		M	3,692	02/16/2001 02/16/2009		3,692

Emp
StockOption
(right to buy)

Common
Stock

Reporting Owners

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

Signatures

Maurice D. Jones, by Power of
Attorney

07/28/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(3) Average price of shares sold, with the sale ranging from \$44.55 to \$45.43.

Consists of shares held under the Company's 401(k) plan, The Manitowoc Company, Inc. RSVP Profit Sharing Plan, including 11.8138 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

(4) 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.

(2) Average price of shares sold, with the sale ranging from \$45.28 to \$45.60.

(1) Includes amount and price of shares acquired in exempt transactions pursuant to a Shareholder Dividend Reinvestment Plan.

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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