

MANITOWOC CO INC
Form DEFA14A
March 22, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

The Manitowoc Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:

- 2) Form, Schedule or Registration Statement No.:

- 3) Filing Party:

- 4) Date Filed:

SEC 1913 (02-02) **Persons who are to 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.**

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting

to be held on May 1, 2012, for The Manitowoc Company, Inc.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. To view the proxy statement and annual report, go to www.proxydocs.com/mtw. To submit your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet. We have chosen to use these procedures for our 2012 Annual Meeting and need YOUR participation.

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's annual meeting, please make this request on or before April 23, 2012.

For a Convenient Way to VIEW Proxy Materials

and

VOTE Online go to: www.proxydocs.com/mtw

Proxy Materials Available to View or Receive:

- 1. Proxy Statement**
- 2. Annual Report**

Printed materials may be requested by one of the following methods:

INTERNET

www.investorelections.com/mtw

TELEPHONE

(866) 648-8133

***E-MAIL**

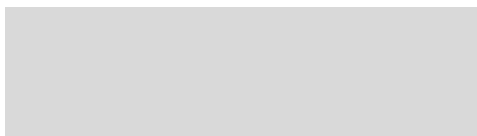
paper@investorelections.com

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located in the shaded gray box below.

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.



ACCOUNT NO.

SHARES

The Manitowoc Company, Inc. Notice of Annual Meeting

Date: Tuesday, May 1, 2012

Time: 9:00 A.M. (Central Daylight Time)

Place: Holiday Inn, 4601 Calumet Avenue, Manitowoc, Wisconsin

The purpose of the Annual Meeting is to take the following action:

The Board of Directors recommends that you vote FOR the following.

1. Election of Three Directors

Nominees 01 Roy V. Armes 02 Cynthia M. Egnotovich 03 James L. Packard

2. The approval of the Company's Short-Term Incentive Plan.

3. The approval of an amendment to the Company's 2003 Incentive Stock and Awards Plan.

4. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012.

5. An advisory vote to approve the compensation of the Company's named executive officers.

6. Such other business as may properly come before the Annual Meeting.