

STIFT ROBERT C
Form 4
May 01, 2006

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 *
STIFT ROBERT C

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/27/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

MANITOWOC, WI 54221-0066
(City) (State) (Zip)

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

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	04/27/2006		M		3,000 (1)	A	\$ 12.625 (1)	20,198.2492 (2)	D	
Common Stock	04/27/2006		M		6,000 (3)	A	\$ 12.7917 (3)	26,198.2492 (2)	D	
Common Stock	04/27/2006		S		9,000	D	\$ 50.9103	17,198.2492 (2)	D	
Common Stock	04/28/2006		A		0.0728	A	\$ 50.17	17,198.322 (2)	D	
Common Stock								3,000 (4)	I	By Wife

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

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SEC 1474 (9-02)

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

Table with 7 columns: 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 Underlying Security (Instr. 3 and 4). Rows include DirectorStkOptn(right to buy) with prices \$12.625 and \$12.7917, and dates 04/27/2006.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Relationships sub-columns: Director, 10% Owner, Officer, Other. Entry for STIFT ROBERT C, 2400 SOUTH 44TH STREET, MANITOWOC, WI 54221-0066 with 'X' in the 10% Owner column.

Signatures

Maurice D. Jones, by Power of Attorney, 05/01/2006

**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).
(1) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. These options were previously reported as covering 1,500 shares at an exercise price of \$25.25 per share, but were adjusted to reflect the stock split on April 10, 2006.
(3) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. These options were previously reported as covering 3,000 shares at an exercise price of \$25.5833 per share, but were adjusted to reflect the stock split on April 10, 2006.

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- (2) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1, resulting in the reporting person's ownership of an additional 8,599.1246 shares.
- (4) On April 10, 2006 the common stock of The Manitowoc Company, Inc. split 2-for-1, resulting in the reporting person's wife owning an additional 1,500 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential 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 number.