

JONES MAURICE D  
 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 \*  
**JONES MAURICE D**

(Last) (First) (Middle)

2400 SOUTH 44TH STREET

(Street)

MANITOWOC, WI 54221-0066

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Sr.V.P., Gen Counsel and Sect.

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		51,200 (1)	A	\$ 9.75 (1)	64,007.7888 (2)	D
Common Stock	04/27/2006		S		51,200	D	\$ 51.2868 (3)	12,807.7888 (2)	D
Common Stock	04/28/2006		M		12,400 (4)	A	\$ 9.75 (4)	25,207.7888 (2)	D
Common Stock	04/28/2006		A		20.0345	A	\$ 50.17	25,227.8233 (2)	D
Common Stock	04/28/2006		S		12,400	D	\$ 50.0008	12,827.8233 (2)	D

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(5)

Common Stock 1,705.108 (6) I RSVP 401k Plan

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)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Emp StockOption (right to buy)	\$ 9.75 (1)	04/27/2006		M	51,200	10/17/2002 10/17/2010	Common Stock	51,200 (1)
Emp StockOption (right to buy)	\$ 9.75 (4)	04/28/2006		M	12,400	10/17/2002 10/17/2010	Common Stock	12,400 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES MAURICE D 2400 SOUTH 44TH STREET MANITOWOC, WI 54221-0066			Sr.V.P., Gen Counsel and Sect.	

Signatures

MAURICE D JONES 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).

(5) Average price of shares sold, with the sale ranging from \$50.00 to \$50.02.

On April 10, 2006 the common stock of The Manitowoc Company, Inc. split 2-for-1. This number consists of shares held under the Company's 401(k) plan (The Manitowoc Company, Inc. RSVP Profit Sharing Plan), including 194.2336 shares (split-adjusted) acquired in transactions occurring between 12/31/04 and 12/31/05, which are exempt from Section 16(b) pursuant to Rule 16b-3 and exempt from

(6) reporting pursuant to Rule 16a-3(f)(1)(i)(B). The information in this report is based on a plan statement dated as of 12/31/05 and previously reported as 852.554 shares (including 97.1168 shares acquired in transactions occurring between 12/31/04 and 12/31/05), but was adjusted to reflect the stock split on April 10, 2006. 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) 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 6403.8944 shares.

(1) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. These options were previously reported as covering 25,600 shares at an exercise price of \$19.50 per share, but were adjusted to reflect the stock split on April 10, 2006.

(4) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. These options were previously reported as covering 6,200 shares at an exercise price of \$19.50 per share, but were adjusted to reflect the stock split on April 10, 2006.

(7) On April 10, 2006, the common stock of The Manitowoc Company, Inc. split 2-for-1. This balance reflects that split.

(3) Average price of shares sold, with the sale ranging from \$51.00 to \$51.68.

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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