MANITOWOC CO INC

Form 4 May 23, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

Expires:

3235-0287

January 31, 2005

0.5

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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(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** NOSBUSCH KEITH D | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|----------|----------|---|--|--|--|--|
| | | | MANITOWOC CO INC [MTW] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| 2400 S. 44T | H STREET | | (Month/Day/Year) 05/20/2011 | Director 10% Owner Other (specify below) | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| MANITOWOC, WI 54220 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acq | quired, Disposed of, or Beneficially Owner | | | |

| (City) | (State) | (Zip) Tal | ole I - Non- | Derivative S | ecuriti | ies Acqui | red, Disposed of, | or Beneficiall | y Owned |
|--------------------------------------|--------------------------------------|---|--|--|---------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securities of Disposed (Instr. 3, 4 a | of (D) | ` ′ | 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) |
| Common Stock | 05/20/2011 | | A | 1,094.81 (1) | A | \$ 18.15 | 93,643.8488 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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| 1. Title of | 2. | 3. Transaction Date (Month/Day/Year) | | 4. | 5. | 6. Date Exercisabl | | 7. Title and | 8. Price of | 9. Nu Doris |
|--------------------------------------|---|--------------------------------------|---|---------------------------------|--|------------------------------|--|---|---------------------|---|
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | xercise e of vative | Execution Date, if any (Month/Day/Year) | Transacti Code (Instr. 8) | orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Amount of Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Deriv Secur Bene Own Follo Repo Trans (Instr |
| | | | | Code V | , | Date Exp Exercisable Date | | Title Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NOSBUSCH KEITH D 2400 S. 44TH STREET MANITOWOC, WI 54220

Signatures

Maurice Jones, by Power of Attorney

05/23/2011

**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) 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.

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.

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