

MANITOWOC CO INC  
Form 4  
February 21, 2007

**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 \*  
ANDERSON DEAN H

(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)  
02/16/2007

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)

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)		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 Ownership (Instr. 4)
				Code	V Amount Price			
Common Stock	02/16/2007		M		1,000	A \$ 15.01	34,712.5279	D
Common Stock	02/16/2007		M		1,000	A \$ 15.285	35,712.5279	D
Common Stock	02/16/2007		M		1,500	A \$ 16.995	37,212.5279	D
Common Stock	02/16/2007		M		2,500	A \$ 20.28	39,712.5279	D
Common Stock	02/16/2007		A		0.0016	A \$ 61.5969	39,712.5295	D
	02/16/2007		S		6,000	D	33,712.5295	D

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Common Stock					\$ 61.75 <u>(1)</u>		
Common Stock	02/21/2007		M	2,500	A	\$ 9.54	36,212.5295 D
Common Stock	02/21/2007		S	2,500	D	\$ 63	33,712.5295 D

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 Underlying Security (Instr. 3 and 4)
DirectorStkOptn(right to buy)	\$ 15.01	02/16/2007		M	1,000	02/23/2006 02/23/2014	Common Stock
DirectorStkOptn(right to buy)	\$ 15.285	02/16/2007		M	1,000	07/22/2005 07/22/2012	Common Stock
DirectorStkOptn(right to buy)	\$ 16.995	02/16/2007		M	1,500	02/22/2005 02/22/2012	Common Stock
DirectorStkOptn(right to buy)	\$ 20.28	02/16/2007		M	2,500	05/03/2005 05/03/2015	Common Stock
DirectorStkOptn(right to buy)	\$ 9.54	02/21/2007		M	2,500	02/21/2007 02/21/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON DEAN H 2400 SOUTH 44TH STREET	X			

MANITOWOC, WI 54221-0066

## Signatures

Maurice D. Jones, Power of  
Attorney

02/21/2007

\_\_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) Average price of shares sold. Sale prices ranged from a low of \$61.40 to a high of \$62.00.

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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