TELLOCK GLEN E

Form 4

December 12, 2008

FORM 4

FORI	И Д				OND AF	FNOVAL		
	UNITED		URITIES AND EXCHANGE Vashington, D.C. 20549	COMMISSION	OMB Number:	3235-0287		
if no lo subject Section Form 4 Form 5 obligat may co	to SIATER 116. or Filed pu	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 17(a) of the Investment Company Act of 1940.						
(Print or Type	e Responses)							
1. Name and TELLOCH	Address of Reporting K GLEN E	Symbo	uer Name and Ticker or Trading of ITOWOC CO INC [MTW]	5. Relationship of Reporting Person(s) to Issuer				
(Last) 2400 S. 44	(First) ((Mont	e of Earliest Transaction n/Day/Year) /2008	(Check all applicable) Director 10% Owner Officer (give title Other (specify below) President and CEO				
MANITO	(Street) WOC, WI 54220		mendment, Date Original Month/Day/Year)	6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person		son		
(City)	(State)	(Zip) T	able I - Non-Derivative Securities A		or Beneficially	Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(A) or	(A) 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			Code (Timount (B) Th	600	I	By daughter		
Common Stock				17,139.8706 (1)	I	RSVP 401k Plan		
Common	12/11/2000		\$	142 445 1200	, D			

20.2485 A

9.6694

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

A

12/11/2008

Stock

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

143,445.1208 D

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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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TELLOCK GLEN E 2400 S. 44TH STREET MANITOWOC, WI 54220

President and CEO

Signatures

Maurice Jones, by Power of

Attorney 12/12/2008

**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).

Consists of shares held under the company's 401(k) plan, (The Manitowoc Company, Inc. RSVP Profit Sharing Plan), including 9.7832 shares acquired in transactions occurring between 12/31/06 and 12/31/07, which are exempt from Section 16(b) pursuant to Rule 16b-3

(1) and exempt from reporting pursuant to Rule 16a-3(f)(1)(i)(B). The information in this report is based on a plan statement dated as of 12/31/07. 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.

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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