MANITOWOC CO INC

Form 4

December 10, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per 0.5

response...

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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 * **BOWERS MARY ELLEN**

2. Issuer Name and Ticker or Trading Symbol

MANITOWOC CO INC [MTW]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

(Last)

(First)

(Street)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 12/10/2004

Director 10% Owner X_ Officer (give title Other (specify

> below) V.P. Corporate Development

2400 SOUTH 44TH STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

MANITOWOC, WI 54221-0066

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amo Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Secu Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

Edgar Filing: MANITOWOC CO INC - Form 4

(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A)
Derivative or Disposed of (D)
(Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration Date

Emp

StockOption \$ 38.02 12/10/2004 $A_{\underline{1}}$ 15,000 $12/10/2006_{\underline{2}}$ 12/10/2014 Common Stock

(right to buy)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BOWERS MARY ELLEN 2400 SOUTH 44TH STREET MANITOWOC, WI 54221-0066

V.P. Corporate Development

An

or Nu of

Signatures

Maurice D. Jones, by Power of Attorney 12/10/2004

**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) Options granted under The Manitowoc Company, Inc. 2003 Incentive Stock and Awards Plan.
- (2) Options vest annually in 25% increments beginning on date indicated.

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.

Reporting Owners 2