

Manitex International, Inc.
 Form 4
 February 04, 2009

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 *
JLF OFFSHORE FUND LTD

2. Issuer Name and Ticker or Trading Symbol
Manitex International, Inc. [MNTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

**C/O GOLDMAN SACHS
 (CAYMAN) TRUST,, 45 MARKET
 STREET, SUITE 3307**

3. Date of Earliest Transaction
 (Month/Day/Year)
02/02/2009

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

**CAMANA BAY, GRAND
 CAYMAN, E9 KY1-1103**

(City) (State) (Zip)

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	Amount or Price			
Common Stock	02/02/2009		S	V	1,420,260	D \$ 0.85	0	D <u>(1)</u>
Common Stock	02/02/2009		S		0	D \$ 0	0	I <u>Footnote (2)</u>
Common Stock	02/02/2009		S		1,095,610	D \$ 0.85	0	D <u>(3)</u>
Common Stock	02/02/2009		S		0	D \$ 0	0	I <u>Footnote (4)</u>
	02/02/2009		S		82,567	D	0	I

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Common Stock	\$ 0.85	Footnote <u>(5)</u>
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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JLF OFFSHORE FUND LTD
C/O GOLDMAN SACHS (CAYMAN) TRUST,
45 MARKET STREET, SUITE 3307
CAMANA BAY, GRAND CAYMAN, E9 KY1-1103

X

JLF PARTNERS I, L.P.
6682 LOS ARBOLEDAS
RANCHO SANTA FE, CA 92067

X

FEINBERG JEFF
C/O JLF ASSET MANAGEMENT, LLC
6682 LOS ARBOLEDAS
RANCHO SANTA FE, CA 92067

X

Signatures

JLF Offshore Fund, Ltd., By: /s/ Jeffrey L. Feinberg, as Managing Member of JLF Asset Management, L.L.C., its investment manager

02/04/2009

__Signature of Reporting Person

Date

JLF Partners I, L.P., By: /s/ Jeffrey L. Feinberg, as Managing Member of JLF Asset Management, L.L.C., its management company

02/04/2009

__Signature of Reporting Person

Date

/s/ Jeffrey L. Feinberg (+)

02/04/2009

__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) These securities are held in the account of JLF Offshore Fund, Ltd. (the "Fund").
- (2) These securities are held in the account of the Fund. Jeffrey Feinberg has investment discretion over these securities by virtue of his position in the investment manager of the Fund.
- (3) These securities are held in the account of JLF Partners I, L.P. (the "Partnership").
- (4) These securities are held in the account of the Partnership. Jeffrey Feinberg has investment discretion over these securities by virtue of his position in the management company of the Partnership.
- (5) These securities are held in the account of a private investment vehicle over which Jeffrey Feinberg has investment discretion by virtue of his position in the management company of said entity.

Remarks:

+ This Reporting Person hereby disclaims beneficial ownership over the securities reported in this Form 4 except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that this Reporting Person is the beneficial owner of such securities for purposes of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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