

Etchart Eric  
Form 4  
March 06, 2008

**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 \*  
Etchart Eric

(Last) (First) (Middle)

2400 SOUTH 44TH STREET, P O BOX 66

(Street)

MANITOWOC, WI 54220

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MANITOWOC CO INC [MTW]

3. Date of Earliest Transaction (Month/Day/Year)  
03/04/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
SVP Manitowoc & President MCG

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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) (Instr. 3, 4 and 5) | 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  | (A) or (D)   | Price                             |
| Common Stock                    | 03/04/2008                           |  | M                              |   | 2,400   | A  | \$ 4.77                           |
| Common Stock                    | 03/04/2008                           |  | M                              |   | 3,000   | A  | \$ 7.54                           |
| Common Stock                    | 03/04/2008                           |  | M                              |   | 901   | A  | \$ 18.7225                        |
| Common Stock                    | 03/05/2008                           |  | M                              |   | 4,800   | A  | \$ 10.215                         |
|                                 |                                      |  |                                |   | 7,600   | D  |                                   |
|                                 |                                      |  |                                |   | 10,600  | D  |                                   |
|                                 |                                      |  |                                |   | 11,501  | D  |                                   |
|                                 |                                      |  |                                |   | 16,301  | D  |                                   |

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

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**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Emp StockOption (right to buy)             | \$ 4.77  | 03/04/2008                           |  | M                              | 2,400   | 02/21/2005 02/21/2013                                    | Common Stock  | 2,400                      |
| Emp StockOption (right to buy)             | \$ 7.54  | 03/04/2008                           |  | M                              | 3,000   | 02/20/2006 02/20/2014                                    | Common Stock  | 3,000                      |
| Emp StockOption (right to buy)             | \$ 10.215  | 03/04/2008                           |  | M                              | 4,800   | 02/25/2007 02/25/2015                                    | Common Stock  | 4,800                      |
| Emp StockOption (right to buy)             | \$ 18.7225   | 03/04/2008                           |  | M                              | 901   | 02/24/2008 02/24/2016                                    | Common Stock  | 901                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Etchart Eric<br>2400 SOUTH 44TH STREET<br>P O BOX 66<br>MANITOWOC, WI 54220 |               |           | SVP Manitowoc & President MCG |       |

## Signatures

Maurice D. Jones, Power of Attorney  
Date: 03/06/2008

\*\*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).

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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