

MANITOWOC CO INC

Form 4

July 26, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GROWCOCK TERRY D**

(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)  
**07/22/2005**

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)

Chairman of the Board and CEO

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) (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 07/22/2005                           |                                                    | M                              |                                                                   | 7,499  | A          | \$ 19.5                                                                                       | 72,247.5083<br><u>(1)</u>                                | D                                                     |
| Common Stock                    | 07/22/2005                           |                                                    | M/K                            |                                                                   | 2,000  | A          | \$ 25.5833                                                                                    | 74,247.5083<br><u>(1)</u>                                | D                                                     |
| Common Stock                    | 07/22/2005                           |                                                    | M                              |                                                                   | 501    | A          | \$ 25.5833                                                                                    | 74,748.5083<br><u>(1)</u>                                | D                                                     |
| Common Stock                    | 07/22/2005                           |                                                    | F/K                            |                                                                   | 1,135  | D          | \$ 45.05                                                                                      | 73,613.5083<br><u>(1)</u>                                | D                                                     |
| Common Stock                    | 07/22/2005                           |                                                    | S                              |                                                                   | 8,000  | D          | \$ 45.2985<br>(2)                                                                             | 65,613.5083<br><u>(1)</u>                                | D                                                     |

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|              |            |     |       |   |                   |                    |   |                |
|--------------|------------|-----|-------|---|-------------------|--------------------|---|----------------|
| Common Stock | 07/25/2005 | M/K | 2,000 | A | \$ 25.5833        | 67,613.5083<br>(1) | D |                |
| Common Stock | 07/25/2005 | M   | 8,000 | A | \$ 25.5833        | 75,613.5083<br>(1) | D |                |
| Common Stock | 07/25/2005 | S   | 8,000 | D | \$ 45.5249<br>(3) | 67,613.5083<br>(1) | D |                |
| Common Stock | 07/25/2005 | F/K | 1,106 | D | \$ 46.26          | 66,507.5083<br>(1) | D |                |
| Common Stock |            |     |       |   |                   | 2,044.5038<br>(4)  | I | RSVP 401k Plan |

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

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SEC 1474  
(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) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Emp StockOption (right to buy)             | \$ 19.5                                                | 07/22/2005                           |                                                    | M                              |                                                                                         | 7,499                                                    |     | 10/17/2002                                                    | 10/17/2010      | Common Stock | 7,499                      |
| Emp StockOption (right to buy)             | \$ 25.5833                                             | 07/22/2005                           |                                                    | M                              |                                                                                         | 2,000                                                    |     | 02/16/2001                                                    | 02/16/2009      | Common Stock | 2,000                      |
| Emp StockOption (right to buy)             | \$ 25.5833                                             | 07/22/2005                           |                                                    | M                              |                                                                                         | 501                                                      |     | 02/16/2001                                                    | 02/16/2009      | Common Stock | 501                        |
| Emp StockOption (right to buy)             | \$ 25.5833                                             | 07/25/2005                           |                                                    | M                              |                                                                                         | 2,000                                                    |     | 02/16/2001                                                    | 02/16/2009      | Common Stock | 2,000                      |
|                                            | \$ 25.5833                                             | 07/25/2005                           |                                                    | M                              |                                                                                         | 8,000                                                    |     | 02/16/2001                                                    | 02/16/2009      |              | 8,000                      |

Emp  
StockOption  
(right to buy)

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |                                     |       |
|------------------------------------------------------------------------|---------------|-----------|-------------------------------------|-------|
|                                                                        | Director      | 10% Owner | Officer                             | Other |
| GROWCOCK TERRY D<br>2400 SOUTH 44TH STREET<br>MANITOWOC, WI 54221-0066 | X             |           | Chairman of<br>the Board and<br>CEO |       |

## Signatures

Maurice D. Jones, by Power of Attorney  
07/26/2005

\_\_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 11.8138 shares acquired in transactions occurring between 12/31/03 and 12/31/04, which are exempt from Section 16(b) pursuant to Rule 16b-3
- (4) 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 12/31/04. 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.
- (3) Average price of shares sold, with the sale ranging from \$45.22 to \$46.10.
- (1) Includes amount and price of shares acquired in exempt transactions pursuant to a Shareholder Dividend Reinvestment Plan.
- (2) Average price of shares sold, with the sale ranging from \$45.01 to \$45.59.

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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