

Nolden Dean J
 Form 4
 February 20, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Nolden Dean J

(Last) (First) (Middle)

2400 SOUTH 44TH STREET

(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)
 02/15/2008

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)
 VP of Finance and Controller

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/15/2008		A	800 A \$ 39.13	11,637.2659	D	
Common Stock RSVP 401k Plan					7,934.972 ⁽¹⁾	I	Common Stock 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)

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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 Security (Instr. 3 and 4)
Emp Stock Option (right to buy)	\$ 39.13	02/15/2008		A ⁽²⁾	5,300	02/15/2010 ⁽³⁾ 02/15/2018	Common Stock 5,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nolden Dean J 2400 SOUTH 44TH STREET MANITOWOC, WI 54220			VP of Finance and Controller	

Signatures

Maurice D. Jones, Power of Attorney
Date: 02/20/2008

 **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).

- On September 10, 2007, the common stock of The Manitowoc Company, Inc. split 2-for-1. This number consists of shares held under the Company's 401(k) plan (The Manitowoc Company, Inc. RSVP Profit Sharing Plan), including 1,841.748 shares (split-adjusted) acquired in transactions occurring between 12/31/05 and 12/31/06, which are exempt from Section 16(b) pursuant to Rule 16b-3 and exempt from
- (1) reporting pursuant to Rule 16a-3(f)(1)(i)(B). The information in this report is based on a plan statement dated as of 12/31/06 and previously reported as 3,967,486 shares, but has been adjusted to reflect the stock split on September 10, 2007. 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.
 - (2) Options granted under The Manitowoc Company, Inc. 2003 Incentive Stock and Awards Plan.
 - (3) 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.

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