

Etchart Eric
Form 4
March 06, 2008

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

OMB
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(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 ____ Other (specify
below) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/04/2008		M		2,400	A	\$ 4.77	7,600	D
Common Stock	03/04/2008		M		3,000	A	\$ 7.54	10,600	D
Common Stock	03/04/2008		M		901	A	\$ 18.7225	11,501	D
Common Stock	03/05/2008		M		4,800	A	\$ 10.215	16,301	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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 2400 SOUTH 44TH STREET P O BOX 66 MANITOWOC, WI 54220	SVP Manitowoc & President MCG

Signatures

Maurice D. Jones, Power of
Attorney

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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