

MANITOWOC CO INC
Form 4
January 08, 2014

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 *
TELLOCK GLEN E

(Last) (First) (Middle)
2400 S. 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)
01/07/2014

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)
President 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)
				(A) or (D) Code V Amount Price			
Common Stock					1,500 ⁽¹⁾	I	By Daughter (L)
Common Stock					17,326.7463 ⁽²⁾	I	RSVP 401k Plan
Common Stock					1,000 ⁽³⁾	I	By Daughter (M)
Common Stock	01/07/2014		M	66,256 A \$ 10.14	461,891.27	D	
	01/07/2014		M	277,725 A \$ 4.41	739,616.27	D	

Common
Stock

Common Stock	01/07/2014	S	314,713 (4) (5)	D	\$ 23.0805	424,903.27	D
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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)	
						Date Exercisable	Expiration Date
050305EmpStockOption (rtb)	\$ 10.14	01/07/2014		M	66,256	05/03/2007	05/03/2015
02.24.2009EmpStockOption	\$ 4.41	01/07/2014		M	277,725	02/24/2011	02/24/2019

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TELLOCK GLEN E 2400 S. 44TH STREET MANITOWOC, WI 54220			President and CEO	

Signatures

Maurice Jones, by Power of
Attorney

01/08/2014

**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) The reporting person no longer has a reportable beneficial interest in 1,500 shares of common stock owned by his daughter and included in the reporting person's prior ownership reports.

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- Net increase of 50,416.0 shares between 12/31/11 and 12/31/12 under the Company's 401(k) plan, due to acquisitions of shares, plan
- (2) maintenance fees and required plan forfeitures and withdrawals under IRC safe harbor rules, all of which are exempt from Section 16(b) pursuant to rule 16b-3 and exempt from reporting pursuant to rule 16a-3(f)(1)(i)(B).
 - (3) Acquisition by the reporting person's spouse as custodian for daughter (M) under the Wisconsin Uniform Transfer to Minors Act.
 - (4) Weighted average price of shares sold with sales ranging from a low of \$22.70 to a high of \$23.31.
 - (5) Shares sold for tax planning purposes under a rule 10b5-1 plan established by the reporting person.

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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