

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
 Officer (give title below) _____ Other (specify below)
 SVP Manitowoc & President MCG

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	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

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
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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