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KRUEGER KENNETH W

Form 4

December 15, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

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Section 16. Form 4 or Form 5 obligations

if no longer

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Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A	Symbol		d Ticker or T			5. Relationship of Reporting Person(s) to Issuer					
			MANITOWOC CO INC [MTW]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date o	f Earliest T	ransaction						
	(Month/I	Day/Year)				Director		Owner			
2400 S. 44TH STREET			12/11/2009					Officer (give below)	er (specify		
	4. If Ame	endment, Da	ate Original			6. Individual or Joint/Group Filing(Check					
	Filed(Mo	Filed(Month/Day/Year)					Applicable Line)				
MANITOW					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	Tab	le I - Non-I	Derivative S	ecurit	ies Acq	uired, Disposed of, or Beneficially Owned					
1.Title of	2. Transaction Da	ite 2A. Dee	med	3. 4. Securities Acquired			uired	5. Amount of	6.	7. Nature of	
Security (Month/Day/Year) Execution Date,			on Date, if	, , , , , , , , , , , , , , , , , , , ,				Securities Ownership Indirect			
(Instr. 3) any			D /W)	Code (Instr. 3, 4 and 5)				Beneficially	Form: Direct		
		(Month/	Day/Year)	(Instr. 8)				Owned Following	(D) or Indirect (I)	Ownership (Instr. 4)	
						(4)		Reported	(Instr. 4)	(111311. 1)	
						(A) or		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	12/11/2009			A	35.6745 (1)	A	\$ 9.03	41,663.7237	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exercis		7. Title and Amount of	8. Price of	9. Nu
		Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
					Code V	ĺ		Expiration Date	Title Amour or Numbe of Shares	er	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KRUEGER KENNETH W 2400 S. 44TH STREET MANITOWOC, WI 54220

Signatures

Maurice Jones, by Power of Attorney

12/15/2009 Date

**Signature of Reporting Person

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) Includes amount and purchase price of common stock units acquired in an exempt transaction pursuant to dividend reinvestment provisions of the Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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