

TELLOCK GLEN E
Form 4
October 11, 2012

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

2. Issuer Name and Ticker or Trading Symbol
MANITOWOC CO INC [MTW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

2400 S. 44TH STREET

03/11/2010

President and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MANITOWOC, WI 54220

(City) (State) (Zip)

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			By
Common Stock					1,500	I	Daughter (L)
Common Stock					17,276.3303 <u>(1)</u>	I	RSVP 401k Plan
Common Stock					1,000 <u>(2)</u>	I	By Daughter (M)
Common Stock	10/10/2012		M	105,600 A \$ 6.3075	362,060.3962	D	
	10/10/2012		S		327,660.3962	D	

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Common Stock 34,400 \$ 13.4036
 (5)

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 of Underlying Security (Instr. 3)
050305EmpStockOption (rtb)	\$ 10.14	03/11/2010		G	24,144 (3)	05/03/2007 05/03/2015	Common Stock
101502EmpStockOption (rtb)	\$ 6.3075	10/10/2012		M	105,600 (4)	10/15/2004 10/15/2012	Common Stock

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 10/11/2012
 **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).
 Net reduction of 36,182 shares occurring between 12/31/10 and 12/31/11 under the Companys 401(k) plan, due to acquisitions of shares
 (1) plan 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).
 (2) Acquisition by the reporting person's spouse as custodian for minor daughter (M) under the Wisconsin Uniform Transfer to Minors Act.

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- (3) Stock options gifted by the reporting person to the Glen E. and Susan Tellock Family Endowment Trust on March 11, 2010 from the May 3, 2005 grant.

In addition to this exercise, 74,400 of stock options had previously been gifted on March 11, 2010 by the reporting person to the Glen E.

- (4) and Susan Tellock Family Endowment Trust leaving zero stock options from the October 15, 2002 grant being held by the reporting person.

- (5) Weighted average price of shares sold at prices ranging between \$13.27 to \$13.67 per share.

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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