

PENNYPACKER BARRY

Form 4

April 01, 2019

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
PENNYPACKER BARRY

(Last) (First) (Middle)

**ONE PARK PLAZA, 11270 W
PARK PLACE, SUITE 1000**

(Street)

MILWAUKEE, WI 53224

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MANITOWOC CO INC [MTW]

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

03/29/2019

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 & CEO

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)
Common Stock ⁽¹⁾	03/29/2019		A	V Amount <u>5,591.0254</u> ⁽²⁾	(A) or (D) \$ 16.4099	136,861.8244	D
Common Stock ⁽¹⁾	03/29/2019		S	12,388 ⁽³⁾	\$ 16.4564	124,473.8244	D

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

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SEC 1474
(9-02)

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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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
03.28.2016 Officer Option	\$ 17.4					03/28/2017	03/28/2026	Common Stock
02.22.2017 Off Opt	\$ 25.68					02/22/2018	02/22/2027	Common Stock
02.20.2018 Officer NQ	\$ 32.98					02/20/2019	02/20/2028	Common Stock
02.27.2019 Officer Non-Qualified Options	\$ 18.4					02/27/2020	02/27/2029	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PENNYPACKER BARRY ONE PARK PLAZA 11270 W PARK PLACE, SUITE 1000 MILWAUKEE, WI 53224			President & CEO	

Signatures

Thomas L. Doerr, Jr., by Power of Attorney
04/01/2019
 **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) Common stock includes restricted shares.

(2) Common Stock Units acquired in transactions exempt under Rule 16b-3(d) under the Company's Deferred Compensation Plan. This Plan provides for tax withholding rights.

(3) Reflects the weighted average price of shares sold with the price ranging from a low of \$16.4200 to a high of \$16.5300.

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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