

MANITOWOC CO INC
Form 4/A
March 30, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
MUSIAL THOMAS G

(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 [MTWX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
03/22/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
SVP HR and Administration

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Un |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-------|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-------|

Edgar Filing: MANITOWOC CO INC - Form 4/A

| | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date | Expiration | Tit |
|-------------------------------|------------------------------------|------------------|------------|---|------|---|-----|-----|-------------|------------|-----|
| | | | | | | | | | Exercisable | Date | |
| 02.24.2009EmpStockOtpion | \$ 0.9001 | | | | | | | | 02/24/2011 | 02/24/2019 | Co |
| 021508EmpStockOption | \$ 7.9864 | | | | | | | | 02/15/2010 | 02/15/2018 | Co |
| 02.21.2003EmpStockOption | \$ 2.3165 | | | | | | | | 02/11/2012 | 02/11/2020 | Co |
| 050306EmpStockOption | \$ 5.327 | | | | | | | | 05/03/2008 | 05/03/2016 | Co |
| 02.17.2015OfficerStockOption | \$ 4.4494 | | | | | | | | 02/17/2016 | 02/17/2025 | Co |
| 02.26.2013OfficerStockOption | \$ 3.7024 | | | | | | | | 02/26/2014 | 02/26/2023 | Co |
| 022707EmpStockOption | \$ 6.024 | | | | | | | | 02/27/2009 | 02/27/2017 | Co |
| 02.14.2014officerstockoption | \$ 5.9332 | | | | | | | | 02/14/2015 | 02/14/2018 | Co |
| 02.14.2011OfficerStockOption | \$ 4.0371 | | | | | | | | 02/14/2012 | 02/14/2021 | Co |
| 02.28.2012Officer StockOption | \$ 3.3227 | | | | | | | | 02/28/2013 | 02/28/2022 | Co |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MUSIAL THOMAS G 2400 S. 44TH STREET MANITOWOC, WI 54220 | | | SVP HR and Administration | |

Signatures

Louis F. Raymond, Power of Attorney
03/30/2016

**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).

This amendment is being filed to reflect updated stock option exercise prices resulting from a change in the method of adjusting the exercise prices in connection with the spin-off of Manitowoc Foodservice, Inc. from The Manitowoc Company, Inc. The change was (1) made, and the resulting exercise prices first became known, on March 28, 2016, the date on which Manitowoc Foodservice, Inc. and The Manitowoc Company, Inc. amended the Employee Matters Agreement, dated as of March 4, 2016, to establish the modified method of adjusting the exercise prices.

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.