

MANITOWOC CO INC
Form 4/A
March 30, 2016

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 *
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.

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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
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	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.

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