

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 \*  
KRUEGER KENNETH W

(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)  
Interim 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 Reported (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Transaction(s) 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. Title of Underlying Security (Instr. 3 and 4) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|--|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|--|

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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 Exercisable | Expiration Date | Title      |
|-------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|------------|
|                         |                              |                  |            |  |      |   |     |     |                  |                 |            |
| 050306DirectorStkOptn   | \$ 5.327                     |                  |            |  |      |   |     |     | 05/03/2007       | 05/03/2016      | Comm Stock |
| 021508DirectorStkOptn   | \$ 7.9864                    |                  |            |  |      |   |     |     | 02/15/2009       | 02/15/2018      | Comm Stock |
| 022707DirectorStkOption | \$ 6.024                     |                  |            |  |      |   |     |     | 02/27/2008       | 02/27/2017      | Comm Stock |

**Reporting Owners**

| Reporting Owner Name / Address                                  | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| KRUEGER KENNETH W<br>2400 S. 44TH STREET<br>MANITOWOC, WI 54220 |               |           | Interim CEO |       |

**Signatures**

Louis F. Raymond, Power of Attorney  
Date: 03/30/2016  
\*\*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).
- 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 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.