

MANITOWOC CO INC
Form DEFA14A
March 25, 2010

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x
Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- o Definitive Proxy Statement
- x Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

The Manitowoc Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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- o Fee paid previously with preliminary materials.
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1) Amount Previously Paid:

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3) Filing Party:

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SEC 1913 (02-02)

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 control number.

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting
to be held on May 4, 2010, for The Manitowoc Company, Inc.**

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report are available at www.proxydocs.com/mtw. To submit your proxy while visiting this site, you will need the 12 digit control number in the box below.

If you want to receive a paper or e-mail copy of the proxy material, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 26, 2010 to facilitate timely delivery.

View Proxy Materials and Annual Report Online at

www.proxydocs.com/mtw

A convenient way to view proxy materials and VOTE!

To view your proxy materials online, go to www.proxydocs.com/mtw. Have the 12 digit control number available when you access the website and follow the instructions.

Material may be requested by one of the following methods:

INTERNET
www.investorelections.com/mtw

TELEPHONE
(866) 648-8133

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paper@investorelections.com

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ACCOUNT NO.

SHARES

The Manitowoc Company, Inc. Notice of Annual Meeting

Date: Tuesday, May 4, 2010

Time: 9:00 A.M. (Central Daylight Time)

Place: Holiday Inn, 4601 Calumet Avenue, Manitowoc, Wisconsin

The purpose of the Annual Meeting is to take the following action:

1. The election of three Directors: Virgis W. Colbert, Kenneth W. Krueger and Robert C. Stift.
2. The approval of the 2003 Incentive Stock and Awards Plan.
3. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.

The Board of Directors recommends that you vote FOR all three proposals.

4. Such other business as may properly come before the annual meeting.

Should you desire directions to the annual meeting, please call 1-800-235-9410.

Vote In Person Instructions: While we encourage shareholders to vote by the means indicated above, a shareholder is entitled to vote in person at the annual meeting. Additionally, a shareholder who has submitted a proxy before the meeting, may revoke that proxy by voting in person at the annual meeting.