Manitex International, Inc.

Form 4

September 22, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* FEINBERG JEFF

2. Issuer Name and Ticker or Trading Symbol

Manitex International, Inc. [MNTX]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Check all applicable)

C/O JLF ASSET MANAGEMENT, LLC, 2775 VIA DE LA VALLE,

(Month/Day/Year)

Director Officer (give title

\_X\_\_ 10% Owner \_ Other (specify

**SUITE 204** 

(Street) 4. If Amendment, Date Original

09/18/2008

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Person

**DEL MAR, CA 92014** 

(City)	(State) (Zip) 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)	1		5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	09/18/2008		S	216	D	\$ 4	1,420,260	D (1)	
Common Stock	09/18/2008		S	0	D	\$0	1,420,260	I	Footnote (2)
Common Stock	09/18/2008		S	172	D	\$4	1,095,610	D (3)	
Common Stock	09/18/2008		S	0	D	\$0	1,095,610	I	Footnote (4)
Common Stock	09/18/2008		S	12	D	\$ 4	82,567	I	Footnote (5)

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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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date	Expiration	m: .1	or	
						Exercisable	Date		Number	
				~	(I) (E)				of	
				Code V	(A) (D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address		Relationships					
reporting of the France Frances	Director	10% Owner	Officer	Other			
FEINBERG JEFF C/O JLF ASSET MANAGEMENT, LLC 2775 VIA DE LA VALLE, SUITE 204 DEL MAR, CA 92014		X					
JLF OFFSHORE FUND LTD P.O. BOX 896, GARDENIA COURT 45 MARKET STREET, SUITE 3307, CAMANA BAY, GRAND CAYMAN, E9 KY1-1103		X					
JLF PARTNERS I, L.P. 2775 VIA DE LA VALLE SUITE 204 DEL MAR, CA 92014		X					

## **Signatures**

JLF Offshore Fund, Ltd., By: /s/ Jeffrey L. Feinberg, as Managing Member of JLF Asset Management, L.L.C., its investment manager				
**Signature of Reporting Person	Date			
JLF Partners I, L.P., By: /s/ Jeffrey L. Feinberg, as Managing Member of JLF Asset Management, L.L.C., its managing company	09/22/2008			

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\*\*Signature of Reporting Person

Date

/s/ Jeffrey L. Feinberg (+)

09/22/2008

\*\*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) These securities are held in the account of JLF Offshore Fund, Ltd. (the "Fund").
- (2) These securities are held in the account of the Fund. Jeffrey Feinberg has investment discretion over these securities by virtue of his position in the investment manager of the Fund.
- (3) These securities are held in the account of JLF Partners I, L.P. (the "Partnership").
- (4) These securities are held in the account of the Partnership. Jeffrey Feinberg has investment discretion over these securities by virtue of his position in the management company of the Partnership.
- (5) These securities are held in the account of a private investment vehicle over which Jeffrey Feinberg has investment discretion by virtue of his position in the management company of said entity.

#### **Remarks:**

+ This Reporting Person hereby disclaims beneficial ownership over the securities reported in this Form 4 except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that this Reporting Person is the beneficial owner of such securities for purposes of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.

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