

FLEMING RICHARD H
 Form 4
 July 30, 2008

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 *
FLEMING RICHARD H

2. Issuer Name and Ticker or Trading Symbol
**COLUMBUS MCKINNON CORP
 [CMCO]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
07/28/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

**140 JOHN JAMES AUDUBON
 PARKWAY**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

AMHERST, NY 14228

(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)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					9,826.1481	D	
Common Stock	07/28/2008		A	(1)	\$ 11,233.1481	D	

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

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SEC 1474
 (9-02)

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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 Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2)					(3) (3)	Common Stock	600 (3)
Restricted Stock Units	(2)					(4) (4)	Common Stock	1,200
Restricted Stock Units	(2)	07/28/2008		A	1,300	(5) (5)	Common Stock	1,300

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FLEMING RICHARD H
140 JOHN JAMES AUDUBON PARKWAY X
AMHERST, NY 14228

Signatures

Richard H. Fleming 07/29/2008

**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) Represents shares granted to reporting person pursuant to the Columbus McKinnon Corporation 2006 Long Term Incentive Plan dated as of May 4, 2006.
- (2) Each restricted stock unit represents a contingent right to receive one (1) share of Columbus McKinnon Corporation common stock.
- (3) Originally a 1200 restricted stock unit award, 600 restricted stock units became fully vested and non-forfeitable on August 1, 2007. The remaining 600 restricted stock units become fully vested and non-forfeitable 50% on August 1, 2008 and 50% on August 1, 2009, if

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reporting person remains a director of issuer.

- (4) Represents restricted stock units issued to reporting person under the Columbus McKinnon Corporation 2006 Long Term Incentive Plan dated as of May 4, 2006, subject to forfeiture; units become fully vested and non-forfeitable 50% on August 1, 2008, 25% on August 1, 2009 and 25% on August 1, 2010, if reporting person remains a director of issuer.

- (5) Represents restricted stock units issued to reporting person under the Columbus McKinnon Corporation 2006 Long Term Incentive Plan dated as of May 4, 2006, subject to forfeiture; units become fully vested and non-forfeitable 50% on July 28, 2009, 25% on July 28, 2010 and 25% on July 28, 2011, if reporting person remains a director of issuer.

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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