Doerr Thomas L Jr Form 4/A February 28, 2019

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

3235-0287

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OMB APPROVAL

Form 4 or

Estimated average burden hours per response...

Form 5 obligations may continue. *See* Instruction

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 * Doerr Thomas L Jr			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			MANITOWOC CO INC [MTW]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
ONE PARK PLAZA, 11270 W			11/20/2017	Officer (give title Other (specif			
PARK PLACE, SUITE 1000		1000		below) below) SVP, General Counsel & Secret			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
			11/21/2017	_X_ Form filed by One Reporting Person			
MILWAUKEE, WI 53224				Form filed by More than One Reporting Person			
(City)	(State)	(Zin)					

(City)	(State)	Table Table	e I - Non-D	erivative S	ecurit	ies Acq	juired, Disposed (of, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Aco	quired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Dispose		sposed	of	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	de (D)		Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported			
					(A)		Transaction(s)			
			C-1- V	A 4	or	D.::	(Instr. 3 and 4)			
			Code V	Amount	(D)	Price				
Common	11/20/2017		A	11,000	Α	\$ 0	11.000	D		
Stock (1)	11/20/2017			(2)		ΨΟ	11,000	D		

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)

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

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Doerr Thomas L Jr ONE PARK PLAZA 11270 W PARK PLACE, SUITE 1000 MILWAUKEE, WI 53224

SVP, General Counsel & Secreta

Signatures

Thomas L. Doerr, Jr. 02/28/2018

**Signature of Date 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).
- (1) Grant of restricted stock units (RSUs) vest 100% on 11/20/2020.
- (2) The Form 4 filed on November 21, 2017 reported a grant of Restricted Stock on Table 2. This Amended Form 4 is being filed to remove the transaction from Table 2 and move it to Table 1.

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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