

MANITOWOC CO INC  
Form 11-K  
June 29, 2006

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

**FORM 11-K**

**Annual Report Pursuant to Section 15(d) of the Securities  
Exchange Act of 1934**

For the plan year ended December 31, 2005

**Transition Report Pursuant to Section 15(d) of the Securities  
Exchange Act of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-6645

A. Full title of the Plan and the address of the Plan, if different from that of the issuer named below:

**THE MANITOWOC COMPANY, INC.  
401(k) RETIREMENT PLAN  
(F.K.A. - RSVP PROFIT SHARING PLAN)**

B. Name of the issuer of securities held pursuant to the plan and the address of its principal executive office:

**THE MANITOWOC COMPANY, INC.**  
2400 South 44th Street  
Manitowoc, WI 54220



REQUIRED INFORMATION

The following financial statement and schedules of The Manitowoc Company, Inc. Retirement Savings Plan, prepared in accordance with the financial reporting requirements of the Employee Retirement Income Securities Act of 1974, as amended, are filed herewith.

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**The Manitowoc Company, Inc.**  
**401(k) Retirement Plan**  
Manitowoc, Wisconsin

**Financial Statements and Supplemental  
Schedule**  
**Years Ended December 31, 2005 and 2004**

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# The Manitowoc Company, Inc.

## 401(k) Retirement Plan

Financial Statements and Supplemental Schedule

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Report of Independent Registered Public Accounting Firm

Plan Administrator

The Manitowoc Company, Inc.

401(k) Retirement Plan

Manitowoc, Wisconsin

We have audited the accompanying statements of net assets available for benefits of The Manitowoc Company, Inc. 401(k) Retirement Plan as of December 31, 2005 and 2004, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of The Manitowoc Company, Inc. 401(k) Retirement Plan as of December 31, 2005 and 2004, and the changes in its net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2005, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Wipfli LLP

May 18, 2006

Green Bay, Wisconsin

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## The Manitowoc Company, Inc.

### 401(k) Retirement Plan

#### Statements of Net Assets Available for Benefits

	2005	2004
<i>Assets</i>		
Investments:		
Interest in The Manitowoc Company, Inc. Employees Profit Sharing Trust	\$234,751,879	\$203,796,428
Participant loans	2,754,439	2,245,082
<b>Total investments</b>	<b>237,506,318</b>	<b>206,041,510</b>
Receivables:		
Employer contributions	12,101,282	8,442,655
Interest	65,447	38,391
<b>Total receivables</b>	<b>12,166,729</b>	<b>8,481,046</b>
<b>Total assets</b>	<b>249,673,047</b>	<b>214,522,556</b>
<i>Liabilities</i>		
Benefit claims payable	171,750	211,408
<b>Net assets available for benefits</b>	<b>\$249,501,297</b>	<b>\$214,311,148</b>

See accompanying notes to financial statements



## The Manitowoc Company, Inc.

### 401(k) Retirement Plan

#### Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2005 and 2004

	2005	2004
Additions to net assets attributed to:		
Investment income:		
Interest in net appreciation in fair value of The Manitowoc Company, Inc. Employees Profit Sharing Trust	\$ 20,177,838	\$ 17,804,500
Interest on participant loans	144,180	128,813
Total investment income	20,322,018	17,933,313
Contributions:		
Participant	8,939,051	7,677,535
Employer	17,285,615	12,810,771
Rollover	1,337,243	965,431
Total contributions	27,561,909	21,453,737
Transfers from other plans	825,612	1,084,302
Total additions	48,709,539	40,471,352
Deductions from net assets attributed to:		
Benefits paid to participants	13,203,810	15,777,413
Plan administrative expenses	315,580	298,362
Total deductions	13,519,390	16,075,775
Net additions	35,190,149	24,395,577
Net assets available for benefits at beginning	214,311,148	189,915,571
Net assets available for benefits at end	\$ 249,501,297	\$ 214,311,148

See accompanying notes to financial statements.

# The Manitowoc Company, Inc.

## 401(k) Retirement Plan

### Notes to Financial Statements

Note 1 Plan Description

The following description of The Manitowoc Company, Inc. 401(k) Retirement Plan (the Plan ) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan s provisions.

#### General

The Plan is a defined contribution profit sharing plan covering substantially all salaried and nonunion hourly employees of participating companies of The Manitowoc Company, Inc. (the Company ) who are scheduled to complete 1,000 hours of service within a 12-month period. Participating companies include the Company and all subsidiaries and affiliates of the Company, as defined in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

#### Contributions

Participants may elect to contribute up to 75% of eligible compensation up to a maximum contribution allowable under the Internal Revenue Code. Participant contributions are not required. The Company makes matching contributions equal to 100% of the employee s contribution (up to 3% of their compensation) plus 50% of the employee s contributions (up to the next 3% of their compensation). Profit sharing contributions to the Plan are made by the Company based upon a predetermined formula defined in the plan document. The contribution is based upon Company profitability and is allocated to eligible participants based upon a formula that considers fixed and variable contributions. The variable portion is based on the proportion of a participant s compensation for all participants. Annual contributions to a participant s account are limited to the lesser of \$41,000 or 100% of the participant s compensation for the year.

## The Manitowoc Company, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 1 Plan Description (Continued)

Participants' Accounts

All investments in participants' accounts are participant-directed. The Plan allows participants to select from a variety of mutual funds including a money market fund, equity funds, and fixed income funds. The Plan also allows participants to purchase The Manitowoc Company, Inc. common stock.

Each participant's account is credited with the participant's contributions, Company contributions, and an allocation of plan earnings and is reduced for withdrawals. Plan earnings are determined and credited to each participant's account on a daily basis in accordance with the proportion of the participant's account to all accounts. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Plan Benefits

Plan benefits are available at normal retirement (age 65), disability retirement, death, and termination of employment with vested interests. Benefits are payable in one lump sum, equal installments over a period of years, or an insurance company single premium nontransferable annuity contract.

Vesting

All employee contributions and employer matching contributions and related earnings are 100% vested immediately. Participants vest in the Company's profit sharing contributions at the rate of 20% per year, with the participant becoming fully vested after five years of service. Participants who leave the Company because of normal retirement, disability, or death are considered to be 100% vested.

**The Manitowoc Company, Inc.**  
**401(k) Retirement Plan**

Notes to Financial Statements

Note 1