

MANITOWOC CO INC
Form 10-K/A
May 20, 2003

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

**FORM 10-K/A
Amendment No. 2**

Annual Report Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934

For the fiscal year ended December 31, 2002

Transition Report Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number
1-11978

The Manitowoc Company, Inc.

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction
of incorporation)

39-0448110
(I.R.S. Employer
Identification Number)

2400 South 44th Street,
Manitowoc, Wisconsin
(Address of principal executive offices)

54221-0066
(Zip Code)

(920) 684-4410

(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

Common Stock, \$.01 Par Value
(Title of Each Class)
Common Stock Purchase Rights

New York Stock Exchange
(Name of Each Exchange on Which Registered)

Securities Registered Pursuant to Section 12(g) of the Act:

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceeding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes () No ()

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ()

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Our public float as of June 30, 2002 was \$857,501,679 based on the closing per share price of \$35.49 on that date. Yes () No ()

The Aggregate Market Value on February 26, 2003, of the registrant's Common Stock held by non-affiliates of the registrant was \$491,294,475 based on the closing per share price of \$18.51 on that date.

The number of shares outstanding of the registrant's Common Stock as of February 26, 2003 the record date for determining shareholders entitled to vote at the Annual Meeting as well as the most recent practicable date, were 26,542,111.

The Registrant hereby amends Exhibit 23.1, Consent of PricewaterhouseCoopers LLP, the company's independent accountants, of the Form 10-K/A No. 1 dated May 12, 2003.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized:

Dated: May 20, 2003

THE MANITOWOC COMPANY, INC.
(Registrant)

/s/ Terry D. Growcock

Terry D. Growcock
Chairman and Chief Executive Officer

/s/ Timothy M. Wood
Timothy M. Wood
Vice President and Chief Financial
Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons constituting a majority of the Board of Directors on behalf of the registrant and in the capacities and on the dates indicated:

/s/ Terry D. Growcock May 20, 2003
Terry D. Growcock, Chairman & CEO, Director

/s/ Timothy M. Wood May 20, 2003
Timothy M. Wood, Vice President & CFO

/s/ Gilbert F. Rankin Jr. May 20, 2003
Gilbert F. Rankin, Jr., Director

/s/ Keith D. Nosbusch May 20, 2003
Keith D. Nosbusch, Director

/s/ Dean H. Anderson May 20, 2003
Dean H. Anderson, Director

/s/ Robert S. Throop May 20, 2003
Robert S. Throop, Director

/s/ Robert C. Stift May 20, 2003
Robert C. Stift, Director

/s/ James L. Packard May 20, 2003
James L. Packard, Director

/s/ Daniel W. Duval May 20, 2003
Daniel W. Duval, Director

/s/ Virgis W. Colbert May 20, 2003
Virgis W. Colbert, Director

CERTIFICATIONS

Certification of Principal Executive Officer

I, Terry D. Growcock, certify that:

1. I have reviewed this annual report on Form 10-K/A (Amendment No. 2) of The Manitowoc Company, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - (a) Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - (c) Presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of its board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 20, 2003

/s/ Terry D. Growcock

Terry D. Growcock
Chairman and Chief Executive Officer - Principal
Executive Officer

Certification of Principal Financial Officer

I, Timothy M. Wood, certify that:

1. I have reviewed this annual report on Form 10-K/A (Amendment No. 2) of The Manitowoc Company, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - (a) Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - (c) Presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of its board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 20, 2003

/s/ Timothy M. Wood

Timothy M. Wood
Vice President and Chief Financial Officer

THE MANITOWOC COMPANY, INC.
ANNUAL REPORT ON FORM 10-K/A (Amendment No. 2)
FOR THE YEAR ENDED DECEMBER 31, 2002
INDEX TO EXHIBITS

| <u>Exhibit</u> <u>No.</u> | <u>Description</u> | <u>Filed</u> <u>Herewith</u> |
|------------------------------|--|---------------------------------|
| 23.1 | Consent of PricewaterhouseCoopers LLP, the company's independent accountants | X |
| 99.1 | Certification of CEO pursuant to 18 U.S.C. Section 1350 | X |
| 99.2 | Certification of CFO pursuant to 18 U.S.C. Section 1350 | X |
