

MODINE MANUFACTURING CO
Form 4
March 13, 2003

FORM 4

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549

OMB
APPROVAL
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4 or
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See Instruction
1(b).

STATEMENT OF CHANGES IN
BENEFICIAL OWNERSHIP

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*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting to Issuer (Check all applicable)				
Johnson, D. R.			Modine Manufacturing Company - MODI			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner				
						<input checked="" type="checkbox"/> Office Other (specify title below)				
Chairman										
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Day/Year		7. Individual or Joint/Group (Check Applicable Line)			
Modine Manufacturing Company					3/13/03					
1500 DeKoven Avenue					5. If Amendment, Date of Original (Month/Day/Year)		Form filed by One Reporting Person			
(Street)							<input checked="" type="checkbox"/>			
Racine WI 53403							Form filed by More than One Reporting Person			
(City) (State) (Zip)			Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially							
1. Title of Security (Instr. 3)			2. Transaction Date	2A. Deemed Execution Date, if any	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned	6. Ownership Form: (D) or	7.

	(Month/ Day/ Year)	(Month/ Day/ Year)	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)	Indirect (Instr. 4)
Common Stock	3/13/03		A	7,500	A	13.10		
Common Stock						2,086.9988	(1)	I B
Common Stock						17,139.7129		I B
Common Stock						13,201.2423	(2)	I B
Common Stock						2,288		I B
Common Stock						82,298.71		D

(1)
Includes Modine common stock unit purchases through the Modine 401(k) Retirement Plan between 2/04/03 and 3/13/03. Each unit consists of Modine stock and cash components.
 (2) **Includes Modine common stock unit purchases through the Modine Deferred Compensation Plan between 2/04/03 and 3/13/03. Each unit consists of Modine stock and cash components.**

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(Over)
 SEC 1474
 (9-02)

FORM
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 (continued)

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

1. Title of	2. Conversion or	3. Transaction	3A. Deemed	4. Transaction	5. Number of Deriv-	6. Date Exer-	7. Title and Amount of	8. Price of	9. Number of
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Derivative Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)		ative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		isable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	deriv-ative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	File	Amount or Number of Shares		
Options with tandem tax withholding rights	\$30.00							1/19/1994	1/19/2004	Common Stock	19,000		19,000
Options with tandem tax withholding rights	\$28.50							1/18/1995	1/18/2005	Common Stock	20,000		20,000
Options with tandem tax withholding rights	\$22.75							1/17/1996	1/17/2006	Common Stock	25,000		25,000
Options with tandem tax withholding rights	\$25.25							1/15/1997	1/15/2007	Common Stock	25,000		25,000
Options with tandem tax withholding rights	\$33.9375							1/21/1998	1/21/2008	Common Stock	30,000		30,000

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Options with tandem tax withholding rights	\$33.25							1/20/1999	1/20/2009	Common Stock	30,000		30,000
Options with tandem tax withholding rights	\$25.00							1/19/2000	1/19/2010	Common Stock	35,000		35,000
Options with tandem tax withholding rights	\$23.25							1/17/2001	1/17/2011	Common Stock	35,000		35,000
Options with tandem tax withholding rights	\$22.78							1/16/2002	1/16/2012	Common Stock	50,000		50,000
Options with tandem tax withholding rights	\$18.53							1/06/2003	1/06/2013	Common Stock	26,400		26,400

Explanation of Responses:

The plans under which these options were granted, which complies with Rule 16b-3, allows for the provision of tax withholding rights. The Reporting Person is a participant in the Modine Employee Stock Ownership Plan (ESOP), Modine Common Stock Fund Units and the Modine Pension Trusts.

**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations.										**Signature of Reporting Person		
	See												

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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