

MODINE MANUFACTURING CO
 Form 4
 September 07, 2005

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 *
 DOYLE RICHARD J

2. Issuer Name and Ticker or Trading Symbol
 MODINE MANUFACTURING CO
 [MOD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/06/2005

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

10150 ABBOTTSHIRE VILLAGE PLACE

(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

POWELL, OH 43065

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Modine common stock | 09/06/2005 | | M | | 231 A \$ 28.8669 | 0 | D |
| Modine common stock | 09/06/2005 | | M | | 1,024 A \$ 27.3343 | 0 | D |
| Modine common stock | 09/06/2005 | | M | | 18,207 A \$ 28.8669 | 0 | D |
| Modine | 09/06/2005 | | F | | 14,999 D \$ 35.04 | 19,463 | D |

common
stock

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.

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(9-02)

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 | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|--------------------|----------------------|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) | or Disposed of (D) | (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | | Amount or Number of Shares |
| Employee stock option | \$ 33.7407 | | | | | | | 07/15/1998 | 07/15/2008 | Modine common stock | 15,365 |
| Employee stock option | \$ 27.3343 | 09/06/2005 | | M | | 1,024 | | 07/19/2000 | 07/19/2010 | Modine common stock | 1,024 |
| Employee stock option | \$ 28.8669 | 09/06/2005 | | M | | 18,438 | | 07/18/2001 | 07/18/2011 | Modine common stock | 18,438 |
| Employee stock option | \$ 29.7846 | | | | | | | 07/21/2004 | 07/21/2014 | Modine common stock | 18,438 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DOYLE RICHARD J
10150 ABBOTTSHIRE VILLAGE PLACE X
POWELL, OH 43065

Signatures

/s/D. R. Zakos, Attorney-in-Fact for R. J.
Doyle

09/07/2005

__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).

This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$34.5625 per share, but was adjusted to reflect the stock dividend declared by Modine on July 21, 2005 in connection with the spin off and merger of Modine's

(1) Aftermarket Business in a reverse Morris Trust transaction. As a result of the stock dividend, stock options granted by Modine were adjusted to retain their intrinsic value.

(2) This option was previously reported as an option for 18,000 shares of common stock at an exercise price of \$30.51 per share. See footnote 1 for further explanation.

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.