

MODINE MANUFACTURING CO
Form 4
December 01, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SPIEWAK DAVE B

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)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2005

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

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Modine common stock | 11/30/2005 | | A | | 0.949 | A | \$ 35.7548 |
| | | | | | 10,678.8638 | D | (1) |

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

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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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pr Deri Secu (Inst | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee stock option | \$ 32.4594 | | | | | 01/20/1999 | 01/20/2009 | Modine common stock | 3,073 |
| Employee stock option | \$ 24.4056 | | | | | 01/19/2000 | 01/19/2010 | Modine common stock | 3,073 |
| Employee stock option | \$ 22.6972 | | | | | 01/17/2001 | 01/17/2011 | Modine common stock | 3,073 |
| Employee stock option | \$ 22.2384 | | | | | 01/16/2002 | 01/16/2012 | Modine common stock | 8,195 |
| Employee stock option | \$ 18.0894 | | | | | 01/06/2003 | 01/06/2013 | Modine common stock | 4,589 |
| Employee stock option | \$ 28.4764 | | | | | 01/20/2004 | 01/20/2014 | Modine common stock | 4,589 |
| Employee stock option | \$ 28.4764 | | | | | 01/20/2004 | 01/20/2014 | Modine common stock | 4,589 |
| Employee stock option | \$ 30.8194 | | | | | 01/18/2005 | 01/18/2015 | Modine common stock | 3,974 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SPIEWAK DAVE B | | | Corporate Treasurer | |

Signatures

/s/D.R. Zakos, Attorney-in-Fact for D. B.
Spiewak

12/01/2005

__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).

(1) This total includes 1,377.8192 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account and 336.2705 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account.

(2) This option was previously reported as an option for 3,000 shares of common stock at an exercise price of \$33.25 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 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.

(3) This option was previously reported as an option for 3,000 shares of common stock at an exercise price of \$25.00 per share. See footnote 2 for further explanation.

(4) This option was previously reported as an option for 3,000 shares of common stock at an exercise price of \$23.25 per share. See footnote 2 for further explanation.

(5) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$22.78 per share. See footnote 2 for further explanation.

(6) This option was previously reported as an option for 4,480 shares of common stock at an exercise price of \$18.53. See footnote 2 for further explanation.

(7) This option was previously reported as an option for 4,480 shares of common stock at an exercise price of \$29.17 per share. See footnote 2 for further explanation.

(8) This option was previously reported as an option for 3,880 shares of common stock at an exercise price of \$31.57 per share. See footnote 2 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.

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