

MODINE MANUFACTURING CO
 Form 4
 January 27, 2003

FORM 4

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

OMB
 APPROVAL
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 4 or
 Form 5
 obligations may
 continue.
 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)					
Administrative Committee of the Modine Employee Stock Ownership Plan (ESOP)			Modine Manufacturing Company - MODI			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)					
						See Exhibit 1 attached					
(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)				
c/o Modine Manufacturing Company Attn: D. R. Zakos, 1500 DeKoven Avenue			39-6266014		1/27/03		Form filed by One Reporting Person				
(Street)					5. If Amendment, Date of Original (Month/Day/Year)		Form filed by More than Reporting Person				
Racine, WI 53403							X				
(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 (D) or Following	6. Ownership Form: Direct or Indirect	7.
					Code V	Amount		Price			

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	(Month/ Day/ Year)	(Month/ Day/ Year)			(A) or (D)		Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)
Common Stock, \$0.625 Par	1/06/03	1/10/03	J ⁽¹⁾	58,510	D	N/A	3,679,479 See Exhibit 1 a

(1)

Withdrawal of Stock by Plans' Participants per Plans' rules.

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).

					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.	(Over) SEC 1474 (9-02)
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FORM 4 (continued)	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. Con- version or Exercise Price of Deri- vative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr.8)	5. Number of Deriv- ative Securities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4 and 5)	6. Date Exer- cisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9.

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				Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares		

Explanation of Responses:

By:

/s/ Modine Employee Stock Ownership Plan (ESOP)
 BY: Roger L. Hetrick, Member of Committee

January 27, 2003

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

**Signature of Reporting Person

Date

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.

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.