

MODINE MANUFACTURING CO
 Form 4
 February 06, 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)				
Rayburn, D. B.			Modine Manufacturing Company - MODI			<input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer Other (specify title below)				
						President and Chief Executive				
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Day/Year				
Modine Manufacturing Company						2/03/03				
1500 DeKoven Avenue			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group (Check Applicable Line)				
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than Reporting Person				
Racine WI 53403			Table I— Non-Derivative Securities Acquired, Disposed of, or Beneficially							
(City)	(State)	(Zip)								
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: Direct (D) or	7.

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	(Month/ Day/ Year)	(Month/ Day/ Year)	Code	V	Amount	(A) or (D)	Price	Follow-up Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)	Indirect (Instr. 4)
Common Stock							2,293.1554		I
Common Stock							8,216.9954		I

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)

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. 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options with tandem tax	\$18.25							1/20/1993	1/20/2003	Common Stock	5,479

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withholding rights											
Options with tandem tax withholding rights	\$30.00							1/19/1994	1/19/2004	Common Stock	10,000
Options with tandem tax withholding rights	\$28.50							1/18/1995	1/18/2005	Common Stock	11,000
Options with tandem tax withholding rights	\$22.75							1/17/1996	1/17/2006	Common Stock	15,000
Options with tandem tax withholding rights	\$25.25							1/15/1997	1/15/2007	Common Stock	15,000
Options with tandem tax withholding rights	\$33.9375							1/21/1998	1/21/2008	Common Stock	15,000
Options with tandem tax withholding rights	\$33.25							1/20/1999	1/20/2009	Common Stock	20,000
Options with tandem tax withholding rights	\$25.00							1/19/2000	1/19/2010	Common Stock	25,000
Options with tandem tax withholding rights	\$23.25							1/17/2001	1/17/2011	Common Stock	25,000
Options with tandem	\$22.78							1/16/2002	1/16/2012	Common Stock	40,000

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tax withholding rights											
Options with tandem tax withholding rights	\$18.53						1/06/2003	1/06/2013	Common Stock	22,400	
Phantom Stock ⁽¹⁾	1 for 1	(2)		A	252		(5)	(5)	Common Stock	252	
Phantom Stock ⁽¹⁾	1 for 1	(3)		A	205		(5)	(5)	Common Stock	205	
Phantom Stock ⁽¹⁾	1 for 1	(4)		A	482		(5)	(5)	Common Stock	482	
Phantom Stock ⁽¹⁾	1 for 1						(5)	(5)	Common Stock	1,124 ⁽⁶⁾	
Phantom Stock ⁽¹⁾	1 for 1	2/03/03		D		1,124	(7)	(7)	Common Stock	1,124	
Phantom Stock Units	1 for 1	2/03/03		A	602.9695		(8)	(8)	Common Stock	602.9695	
Phantom Stock Units	1 for 1						(8)	(8)	Common Stock	5,553.5868 ⁽⁹⁾	

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 Manufacturing Company Pension Trusts. The entities (with the exception of the Modine Common Stock Fund) are also Reporting Persons pursuant to Section 16(a) and files separate statements. Shares held by the Reporting Person in the Plan or Trust are reported on this Statement and on statements filed by the Plan.

s/D. B. Rayburn

February 5, 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.

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Name and Address of Reporting Person:

D. B. Rayburn
Modine Manufacturing Company
1500 DeKoven Avenue
Racine, WI 53403

Issuer Name and Ticker or Trading Symbol

Modine Manufacturing Company - MODI

Statement for Month/Date/Year:

2/03/03

- (1) This report excludes shares of phantom stock acquired pursuant to the Modine Manufacturing Company Executive Supplemental Stock Plan (the "Plan") prior to August 15, 1996, that were excludable from the definition of "derivative securities" pursuant to former Rule 16a-1(c)(3) and remain outside the scope of Section 16.
- (2) These shares of phantom stock were accrued under the on various dates from August 15, 1996 through March 31, 1997 at prices ranging from \$25.00 to \$27.00 per share.
- (3) These shares of phantom stock were accrued under the Plan on various dates during the fiscal year ended March 31, 1998 at prices ranging from \$29.625 to \$35.375 per share.
- (4) These shares of phantom stock were accrued under the Plan on various dates during the fiscal year ended March 31, 1999 at prices ranging from \$27.28 to \$37.750 per share.
- (5) The shares of phantom stock become payable in cash upon the reporting person's retirement or other termination of employment.
- (6) Includes phantom shares acquired pursuant to a dividend reinvestment feature of the Plan in transactions exempt from Section 16 pursuant to Rule 16a-11.
- (7) These shares of phantom stock are being settled in cash upon termination of the Plan.
- (8) These phantom stock units were accrued under the Modine Manufacturing Company Non-Qualified Deferred Compensation Plan and are to be settled in cash following the reporting person's retirement or other termination of employment.
- (9) Includes phantom stock units acquired pursuant to a dividend reinvestment feature of the Modine Manufacturing Company Non-Qualified Deferred Compensation Plan in transactions exempt from Section 16 pursuant to Rule 16a-11.