Edgar Filing: MODINE MANUFACTURING CO - Form 4

MODINE MANUFACTURING CO

Form 4

November 19, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RAYBURN DAVID B			2. Issuer Name and Ticker or Trading Symbol MODINE MANUFACTURING CO [MOD]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(Street)			endment, Donth/Day/Yea	ate Original		A 	. Individual or Join pplicable Line) X_ Form filed by One Form filed by Mor erson	e Reporting Per	son	
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative S	Securi	ties Acqui	red, Disposed of, o	or Beneficially	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securitie on Disposed of (Instr. 3, 4 and Amount	f (D)		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)	
Modine Common Stock	11/17/2004			A	24.9477	A	\$ 34.5551	54,787.986 (1)	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
RAYBURN DAVID B								
	X		President and CEO					

Signatures

s/D. R. Zakos, Attorney-in-Fact for D.B.
Rayburn 11/19/2004

**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 total includes 3,271.8351 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 6,442.9791 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and

(1) 7,219.1718 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account. The Registrant's Deferred Compensation Plan account was decreased by 3.8531 units of Modine common stock and Registrant's ESOP account was decreased by 0.1401 units of Modine common stock due to the trustee's monthly maintenance fees.

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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