MODINE MANUFACTURING CO

Form 4

August 09, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person * FELDMANN KLAUS A			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)		of Earliest Transaction Day/Year) 2005				Director 10% Owner _X Officer (give title Other (specify below) Group Vice President				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				, - -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securi ord Dispo (Instr. 3,	sed of 4 and (A) or		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	08/04/2005			M	2,040	A	\$ 24.6497	0	D			
Modine common stock	08/04/2005			M	1,967	A	\$ 24.6497	0	D			
Modine common stock	08/04/2005			M	1,993	A	\$ 24.6497	0	D			
Modine common	08/04/2005			S	2,040	D	\$ 37	0	D			

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stock

Modine

common 08/04/2005 S 1,967 D \$ 37 32,463 D

stock

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

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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. Transactic Code (Instr. 8)	5. Number out 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
Employee stock option	\$ 24.6497	08/04/2005		M		6,000	01/15/1997	01/15/2007	Modine common stock	6,000
Employee stock option	\$ 33.1306						01/21/1998	01/21/2008	Modine common stock	6,146
Employee stock option	\$ 32.4594						01/20/1999	01/20/2009	Modine common stock	6,146
Employee stock option	\$ 24.4056						01/19/2000	01/19/2010	Modine common stock	12,292
Employee stock option	\$ 22.6972						01/17/2001	01/17/2011	Modine common stock	15,366
Employee stock option	\$ 22.2384						01/16/2002	01/16/2012	Modine common stock	20,487
Employee stock option	\$ 18.0894						01/06/2003	01/06/2013	Modine common stock	11,472

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Employee Modine stock \$ 28.4764 01/20/2004 01/20/2014 common 12,292 option stock Employee Modine 01/18/2005 01/18/2015 common stock \$ 30.8194 10,653 option stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FELDMANN KLAUS A

Group Vice President

Signatures

/s/D. R. Zakos, Attorney-in-Fact for K. A. Feldmann

08/09/2005

**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 6,000 shares of common stock at an exercise price of \$25.25 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.
- (2) This option was previously reported as an option for 6,000 shares of common stock at an exercise price of \$33.9375 per share. See footnote 1 for explanation.
- (3) This option was previously reported as an option for 6,000 shares of common stock at an exercise price of \$33.25 per share. See footnote 1 for explanation.
- (4) This option was previously reported as an option for 12,000 shares of common stock at an exercise price of \$25.00 per share. See footnote 1 for explanation.
- (5) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$23.25 per share. See footnote 1 for explanation.
- (6) This option was previously reported as an option for 20,000 shares of common stock at an exercise price of \$22.78 per share. See footnote 1 for explanation.
- (7) This option was previously reported as an option for 11,200 shares of common stock at an exercise price of \$18.53 per share. See footnote 1 for explanation.
- (8) This option was previously reported as an option for 12,000 shares of common stock at an exercise price of \$29.17 per share. See footnote 1 for explanation.
- (9) This option was previously reported as an option for 10,400 shares of common stock at an exercise price of \$31.57 per share. See footnote 1 for 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.

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