Edgar Filing: MODINE MANUFACTURING CO - Form 4

MODINE MANUFACTURING CO

Form 4

February 13, 2008

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

OMB APPROVAL

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Form 5 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 * BURKE THOMAS ANDREW			ssuer Name and Ticker or Trading ool DINE MANUFACTURING CO	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
(Last)	(First) (N	(Mor	te of Earliest Transaction th/Day/Year) 1/2008	Director 10% Owner X Officer (give title Other (specify below) Executive VP & COO								
RACINE, V	(Street)		Amendment, Date Original (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) 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 any (Month/Day/Ye	Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)								
Common stock	02/11/2008		A $\frac{10,652}{(1)}$ A $\frac{\$}{13.3}$	3 33,269 (2) D								

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

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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)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative 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
Employ stock option	ee \$ 13.33	02/11/2008		A	31,848	02/11/2008	02/11/2018	Common stock	31,848

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BURKE THOMAS ANDREW 1500 DEKOVEN AVE. RACINE, WI 53403

Executive VP & COO

Signatures

Dean R. Zakos, Attorney o2/13/2008 in Fact

**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 stock award will vest in four annual installments starting on 2/11/09.
- (2) This total includes 268 units of Modine common stock held in the Reporting Person?s Modine 401(k) Retirement Plan account and 304 units of Modine common stock held in the Reporting Person?s Deferred Compensation Plan account.

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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