

Edgar Filing: MODINE MANUFACTURING CO - Form 4

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)	8. P... Deri... Secu... (Ins...
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.9595							05/12/2004	05/12/2013	Modine common stock	25,608
Employee stock option (right to buy)	\$ 28.4764							01/20/2004	01/20/2014	Modine common stock	16,390
Employee stock option (right to buy)	\$ 30.8194							01/18/2005	01/18/2015	Modine common stock	14,238

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHARDSON BRADLEY C			VP, Finance and CFO	

Signatures

/s/D. R. Zakos, Attorney-in-Fact for B. C. Richardson

07/29/2005

**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).
- (1) This total includes 68,4870 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account and 770,5650 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan

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account.

- (2) This option was previously reported as an option for 25,000 shares of common stock at an exercise price of \$21.47 per share, but was adjusted to reflect the stock dividend declared by Modine on July 20, 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.
- (3) This option was previously reported as an option for 16,000 shares of common stock at an exercise price of \$29.17 per share. Please see footnote 2 for explanation.
- (4) This option was previously reported as an option for 14,000 shares of common stock at an exercise price of \$31.57 per share. Please see footnote 2 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.