



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... |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                           | Amount or Number of Shares |
| Employee stock options (right to buy)      | \$ 22.2091   |                                      |  |                                |   | 01/17/1996   | 01/17/2006  | Modine common stock             | 15,365                     |
| Employee stock option (right to buy)       | \$ 24.6497   |                                      |  |                                |   | 01/15/1997   | 01/15/2007  | Modine common stock             | 15,365                     |
| Employee stock option (right to buy)       | \$ 33.1306   |                                      |  |                                |   | 01/21/1998   | 01/21/2008  | Modine common stock             | 15,366                     |
| Employee stock option                      | \$ 32.4594   |                                      |  |                                |   | 01/20/1999   | 01/20/2009  | Modine common stock             | 20,487                     |
| Employee stock option                      | \$ 24.4056   |                                      |  |                                |   | 01/19/2000   | 01/19/2010  | Modine common stock             | 25,608                     |
| Employee stock option                      | \$ 22.6972   |                                      |  |                                |   | 01/17/2001   | 01/17/2011  | Modine common stock             | 25,609                     |
| Employee stock option                      | \$ 22.2384   |                                      |  |                                |   | 01/16/2002   | 01/16/2012  | Modine common stock             | 40,974                     |
| Employee stock option                      | \$ 18.0894   |                                      |  |                                |   | 01/06/2003   | 01/06/2013  | Modine common stock             | 22,945                     |
| Employee stock option                      | \$ 28.4764   |                                      |  |                                |   | 01/20/2004   | 01/20/2014  | Modine common stock             | 30,730                     |

|                             |            |            |            |                           |        |
|-----------------------------|------------|------------|------------|---------------------------|--------|
| Employee<br>stock<br>option | \$ 30.8194 | 01/18/2005 | 01/18/2015 | Modine<br>common<br>stock | 26,633 |
|-----------------------------|------------|------------|------------|---------------------------|--------|

## 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.<br>Rayburn | 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 3,460.5203 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 6,809.7082 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 7,329.0489 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account.
- (2) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$22.75 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 15,000 shares of common stock at an exercise price of \$25.25. See footnote 2 for explanation.
- (4) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$33.9375. See footnote 2 for explanation.
- (5) This option was previously reported as an option for \$20,000 shares of common stock at an exercise price of \$33.25. See footnote 2 for explanation.
- (6) This option was previously reported as an option for 25,000 shares of common stock at an exercise price of \$25.00. See footnote 2 for explanation.
- (7) This option was previously reported as an option for 25,000 shares of common stock at an exercise price of \$23.25. See footnote 2 for explanation.
- (8) This option was previously reported as an option for 40,000 shares of common stock at an exercise price of \$22.78. See footnote 2 for explanation.
- (9) This option was previously reported as an option for 22,400 shares of common stock at an exercise price of \$18.53. See footnote 2 for explanation.
- (10) This option was previously reported as an option for 30,000 shares of common stock at an exercise price of \$29.17. See footnote 2 for explanation.
- (11) This option was previously reported as an option for 26,000 shares of common stock at an exercise price of \$31.57. 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.