MODINE MANUFACTURING CO

Form 4

August 01, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 30(h) of the Investment Company Act of 1940

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ZAKOS DEAN R			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)	First) (Middle) 3. Date (Month/07/28/2				nsaction	1		Director 10% Owner _X Officer (give title Other (specify below) VP,Gen. Counsel and Secretary			
	(Street)		Amendment, Date Original d(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)	(State) 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 Dat any (Month/Day/Y	Co Year) (Ir	ode istr. 8)	iom (I	. Securit or Dispos Instr. 3, 4	sed of		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	07/28/2005		N	М	4	1,056	A	\$ 24.6497	0	D		
Modine common stock	07/28/2005]	F	2	2,799	D	\$ 35.71	0	D		
Modine common stock	07/28/2005		N	Л	3	3,073	A	\$ 22.2091	0	D		
Modine common	07/28/2005]	F	1	,911	D	\$ 35.71	51,266.3287 (1)	D		

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stock

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

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SEC 1474 (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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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	\$ 22.2091	07/28/2005		M		3,073	01/17/1996	01/17/2006	Modine common stock	3,073
Employee stock option	\$ 24.6497	07/28/2005		M		4,056	01/15/1997	01/15/2007	Modine common stock	4,056
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	7,682
Employee stock option	\$ 22.6972						01/17/2001	01/17/2011	Modine common stock	8,195
Employee stock options	\$ 22.2384						01/16/2002	01/16/2012	Modine common stock	15,365
Employee stock option	\$ 18.0894						01/06/2003	01/06/2013	Modine common stock	8,604

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 Employee
 Modine

 stock
 \$ 28.4764
 01/20/2004
 01/20/2014
 common 12,292

 options
 stock

 Employee
 Modine

stock \$ 30.8194 01/18/2005 01/18/2015 common

option stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ZAKOS DEAN R

VP,Gen. Counsel and Secretary

10,653

Signatures

/s/D. R. Zakos 08/01/2005

**Signature of Person Date

Reporting Person

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 1,281.7094 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 594.7928 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 6,445.7891 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account.
- This option was previously reported as an option for 3,000 shares of common stock at an exercise price of \$22.75 per shares, 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.
- (3) This option was previously reported as an option for 4,000 shares of common stock at an exercise price of \$25.25 per share. See footnote 2 for explanation.
- (4) 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 2 for explanation.
- (5) 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 2 for explanation.
- (6) This option was previously reported as an option for 7,500 shares of common stock at an exercise price of \$25.00 per share. See footnote 2 for explanation.
- (7) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$23.25 per share. See footnote 2 for explanation.
- (8) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$22.78 per share. See footnote 2 for explanation.
- (9) This option was previously reported as an option for 8,400 shares of common stock at an exercise price of \$18.53 per share. See footnote 2 for explanation.
- (10) 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 2 for explanation.

(11)

Reporting Owners 3

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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 2 for explanation.

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