

MODINE MANUFACTURING CO
 Form 4
 August 31, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 INCROPERA FRANK P

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)

3. Date of Earliest Transaction (Month/Day/Year)
 08/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

257 FITZPATRICK HALL, UNIVERSITY OF NOTRE DAME

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NOTRE DAME, IN 46556

(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, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Modine common stock	08/31/2005		F	D	1,267 (1)	\$ 35.55	2,033 D

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

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adjusted to retain their intrinsic value.

- (3) This option was previously reported as an option for 2,000 shares of common stock at an exercise price of \$28.00 per share. See footnote 2 for further explanation.
- (4) This option was previously reported as an option for 18,000 shares of common stock at an exercise price of \$21.47 per share. See footnote 2 for further explanation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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