### Edgar Filing: MODINE MANUFACTURING CO - Form 4

MODINE M Form 4 January 10,	IANUFACTURI 2006	NG CO									
FORM	ΠΛ								OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287		
Check this box if no longer subject to Section 16.				NGES IN BENEFICIAL OWNERSHIP O SECURITIES				NERSHIP OF	Expires: January 3 200 Estimated average burden hours per		
Form 4 c Form 5 obligation may con <i>See</i> Instr 1(b).	Filed pu ons Section 17	(a) of the F	Public U		ding Coi	npan	y Act of	ge Act of 1934, f 1935 or Sectior 40	response	0.5	
(Print or Type	Responses)										
FAHL GARY A Symbol MOL			Symbol	DINE MANUFACTURING CO				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)			f Earliest Tr Day/Year) 006	ransaction			Director X Officer (give below) VP,Environ			
				endment, Da nth/Day/Year	-	ıl		<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Acc	quired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D)	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	01/06/2006			F	126 <u>(2)</u>	, í	\$ 33.65	13,430.4346 (1)	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
FAHL GARY A			VP,Environ.,Safety & Security					

### Signatures

/s/D.R. Zakos, Attorney-in-Fact for G. 01/10/2006 A. Fahl

\*\*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 1,227.7798 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account and 3,945.2166 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account.
- (2) Shares disposed of in private transaction to issuer to cover tax withholding.

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.