Edgar Filing: MODINE MANUFACTURING CO - Form 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

MODINE MANUFACTURING CO

Form 4

December 01, 2006

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

OMB APPROVAL

OMB 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

11/29/2006

common

stock

1. Name and Address of Reporting Person * RULSEH JAMES R			ssuer Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			DINE MANUFACTURING CO DD]					
(Last) (First) (Middle)			nte of Earliest Transaction nth/Day/Year)	Director 10% Owner X Officer (give title Other (specify				
1500 DEKOVEN AVENUE			29/2006	below) Regional Vice President - Asia				
(Street)			Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
		Filed	(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person				
RACINE, WI 53403				Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned				
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired (A	or 5. Amount of 6. 7. Nature of				
Security (Month/Day/Year) Execution			1	Securities Ownership Indirect				
(Instr. 3) any (Month/Dec			Code (Instr. 3, 4 and 5)	Beneficially Form: Beneficial Owned Direct (D) Ownership				
		(Month/Day/Year) (IIIsti. 8)	Following or Indirect (Instr. 4)				
			(4)	Reported (I)				
			(A) or	Transaction(s) (Instr. 4)				
			Code V Amount (D) Pri	(Instr. 3 and 4)				
Modine	11/20/2006		117.0656 s	31,123.2758 p				

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

Α

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

28.805

(2)

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(1)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration Date		or		
						Exercisable			Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RULSEH JAMES R

1500 DEKOVEN AVENUE Regional Vice President - Asia

RACINE, WI 53403

Signatures

/s/D.R. Zakos, Attorney-in-Fact for J. R. Rulseh

**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) Matching contributions for calendar year 2006 transferred into the Reporting Person's account per Modine's Deferred Compensation Plan.
- This total includes 948.0078 units of Modine common stock indirectly held in the Reporting Person's Modine 401(k) Retirement Plan account, 253.6331 units of Modine common stock indirectly held in the Reporting Person's Modine Deferred Compensation Plan account and 8.4178 units of Modine common stock indirectly held in the Reporting Person's Modine Stock Fund account.

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.

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