Edgar Filing: MODINE MANUFACTURING CO - Form 4

MODINE N Form 4	MANUFACTURI	NG CO									
January 17,	ЛЛ	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB AF OMB Number:	PROVAL 3235-0287	
if no lo subject Section Form 4 Form 5 obligati may co	to 16. or Filed pu tons Section 17	Washington, D.C. 20549 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								Expires:January 31 2005Estimated average burden hours per response0.5	
(Print or Type	e Responses)										
1. Name and Address of Reporting Person <u>*</u> RAYBURN DAVID B			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) 01/16/2007					_X_ Director10% Owner _X_ Officer (give title0ther (specify below)0ther (specify below) President and CEO			
	(Street)			endment, I onth/Day/Ye	-	al		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by Mo Person	ne Reporting Pe	rson	
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative	Secu	rities Acc	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	on Date 2A. Deemed /Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			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	01/16/2007			А	11,101 (1)	A	\$ 27.22	0	D		
Modine common stock	01/06/2007			F	1,182 (2)	D	\$ 24.86	109,724.3272 (<u>3)</u>	D		

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

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 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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 27.22	01/16/2007		А	32,379	01/16/2007	01/16/2017	Modine common stock	32,379

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
RAYBURN DAVID B	Х		President and CEO			

Signatures

/s/D.R. Zakos, Attorney-in-Fact for D. B. Rayburn	01/17/2007	
**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 restricted stock award will vest in four annual installments starting on 1/16/2008.
- (2) Shares disposed of in private transaction to issuer to cover tax withholding.

This total inlcudes 3,833.1981 units of Modine common stock indirectly held in the Reporting Person's Modine 401(k) Retirement Plan account, 7,952.9025 units of Modine common stock indirectly held in the Reporting Person's Modine Deferred

(3) That account, 7,952,9025 units of Modine common stock indirectly field 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.