

MODINE MANUFACTURING CO

Form 4

January 17, 2007

**FORM 4**

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

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

OMB APPROVAL

OMB Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ZAKOS DEAN R

(Last) (First) (Middle)  
  
  
  
  
(Street)  
  
  
  
  
  
  
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
MODINE MANUFACTURING CO  
[MOD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/16/2007

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
VP, Gen. Counsel and Secretary

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

**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		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)
			Code	V	Amount	(A) or (D)			
Modine common stock	01/16/2007		A		1,850 (1)	A	\$ 27.22	0	D
Modine common stock	01/06/2007		F		315 (2)	D	\$ 24.86	0	D
Modine common stock	01/16/2007		F		197 (3)	D	\$ 27.22	53,013.6434 (4)	D

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	Amount or Number of Shares
Employee stock options	\$ 27.22	01/16/2007		A	5,396	01/16/2007 01/16/2017	Modine common stock	5,396

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZAKOS DEAN R			VP, Gen. Counsel and Secretary	

## Signatures

/s/D.R. Zakos 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) These restricted shares will vest in four annual installments starting on 1/16/2008.
- (2) Shares disposed of in private transaction to issuer to cover tax withholding.
- (3) Shares disposed of in private transaction to issuer to cover tax withholding.

(4) This total includes 1,608.3439 units of Modine common stock indirectly held in the Reporting Person's Modine 401(k) Retirement Plan account, 752.1135 units of Modine common stock indirectly held in the Reporting Person's Modine Deferred Compensation Plan account and 6,963.1486 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.

## Edgar Filing: MODINE MANUFACTURING CO - Form 4

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