



stock

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.**

SEC 1474  
(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 (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 option	\$ 18.09	01/26/2007		M	2,445	01/06/2003 01/06/2013	Modine common stock	2,445
Employee stock option	\$ 18.09	01/29/2007		M	3,500	01/06/2003 01/06/2013	Modine common stock	3,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KATZFHEY CHARLES R			Regional VP - Americas	

## Signatures

/s/D.R. Zakos, Attorney-in-Fact for C.R. Katzfey 01/29/2007

\_\_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).

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- (1) This total includes 1,351.9334 units of Modine common stock indirectly held in the Reporting Person's Modine 401(k) Retirement Plan account, 1,964.1221 units of Modine common stock indirectly held in the Reporting Person's Modine Deferred Compensation Plan account, 2,197.4637 units of Modine common stock indirectly held in the Reporting Person's Modine Stock Fund account and 5,382.802 shares of Modine common stock held in the Reporting Person's DRIP account.

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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