RICHARDSON BRADLEY C

Form 4

February 07, 2008

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

	Address of Reporting F SON BRADLEY (C Symbol	ner Name and Ticker or Trading INE MANUFACTURING CO	5. Relationship of Reporting Person(s) to Issuer				
				(Check all applicable)				
(Last)	(First) (M		of Earliest Transaction /Day/Year)	Director 10% Owner X Officer (give title Other (specify				
1500 DEKO	OVEN AVE.	01/16/	•	below) below) Exec. VP, Finance and CFO				
	(Street)		nendment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
RACINE, V	VI 53403							
(City)	(State) ((Zip) Ta	ble I - Non-Derivative Securities Ac	equired, Disposed of, or Beneficially Owned				
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired	5. Amount of 6. Ownership 7. Nature of				
Security	(Month/Day/Year)	Execution Date, is						
(Instr. 3)		any	Code (Instr. 3, 4 and 5)	Beneficially (D) or Beneficial				
		(Month/Day/Year	(Instr. 8)	Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)				
				Reported (msu. 4)				
			(A) or	Transaction(s)				
			Code V Amount (D) Price	(Instr. 3 and 4)				
Common Stock	01/16/2008		F 425 (1) D \$ 13.89) 41,568 (2) D				

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

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.

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

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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. Transactic Code (Instr. 8)	of		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr	
					4, and 5)	Date	Expiration		Amount	
				Code V	(A) (D)	Exercisable	Date	Title	Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RICHARDSON BRADLEY C 1500 DEKOVEN AVE. RACINE, WI 53403

Exec. VP, Finance and CFO

Signatures

Dean R. Zakos, Attorney o2/07/2008 in Fact

**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) Shares disposed of in a private transaction with the issuer to cover tax withholding.
- This total includes 340 units of Modine common stock held in the Reporting Person?s Modine 401(k) Retirement Plan account and 1,228 units of Modine common stock held in the Reporting Person?s Deferred Compensation Plan 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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