

MODINE MANUFACTURING CO
 Form 4
 January 08, 2003

FORM 4

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

OMB
 APPROVAL
 OMB
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Check this box if
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 Section 16. Form
 4 or
 Form 5
 obligations may
 continue.
 See Instruction
 1(b).

STATEMENT OF CHANGES IN
 BENEFICIAL OWNERSHIP

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

(Print or Type Responses)

| | | | | | | | | |
|--|---------------------|-------------------------------|---|---|--------------------------------------|---|----|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | | 6. Relationship of Reporting to Issuer (Check all applicable) | | |
| K. A. Feldmann | | | Modine Manufacturing Company - MODI | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) (First) (Middle) Modine Europe GmbH Arthur-B.-Modine-Strasse 1 | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | | | 4. Statement for Month/Day/Year | | |
| (Street) D-70794 Filderstadt-Bonlanden GERMANY | | | | | | 1/06/03 | | |
| (City) (State) (Zip) | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | 7. Individual or Joint/Group (Check Applicable Line) | | |
| | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 2A. Deemed Execution Date, if | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct | 7. | |

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| | (Month/ Day/ Year) | any (Month/ Day/ Year) | Code | V | Amount | (A) or (D) | Price | Owned(D) or Followed Reported Transaction(s) (Instr. 4) (Instr. 3 and 4) |
|---------------------------|--------------------------|---------------------------------|------|---|--------|------------------|-----------|--|
| Common Stock, \$0.625 Par | 1/06/03 | | A | | 8,000 | A | -0-14,300 | D |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

(Over)
SEC 1474
(9-02)

| FORM 4 (continued) | | Table II — Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) | | | | | | |
|---|---|---|---|--|--|--|---|---|
| 1. Title of Derivative Security (Instr. 3) | 2. Con- ver- sion or Exercise Price of Deri- vative Security | 3. Trans- action Date (Month/ Day/ Year) | 3A. Deemed Execution Date, if any (Month/ Day/ Year) | 4. Trans- action Code (Instr.8) | 5. Number of Deriv- ative Securities Ac- quired (A) or Dis- posed of (D) | 6. Date Exer- cisable and Expiration Date (Month/Day/ Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pri- or of Deri- vative Secu- rity (In- 5) |

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| | | | | (Instr. 3, 4 and 5) | | | | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares |
|--|-----------|---------|--|---------------------|---|--------|-----|-------------------|------------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | | | | |
| Options with tandem tax withholding rights | \$25.25 | 1/15/97 | | A | | 6,000 | | 1/15/1997 | 1/15/2007 | Common Stock | 6,000 |
| Options with tandem tax withholding rights | \$33.9375 | 1/21/98 | | A | | 6,000 | | 1/21/1998 | 1/21/2008 | Common Stock | 6,000 |
| Options with tandem tax withholding rights | \$33.25 | 1/20/99 | | A | | 6,000 | | 1/20/1999 | 1/20/2009 | Common Stock | 6,000 |
| Options with tandem tax withholding rights | \$25.00 | 1/19/00 | | A | | 12,000 | | 1/19/2000 | 1/19/2010 | Common Stock | 12,000 |
| Options with tandem tax withholding rights | \$23.25 | 1/17/01 | | A | | 15,000 | | 1/17/2001 | 1/17/2011 | Common Stock | 15,000 |
| Options with tandem tax withholding rights | \$22.78 | 1/16/02 | | A | | 20,000 | | 1/16/2002 | 1/16/2012 | Common Stock | 20,000 |
| Options with tandem tax withholding rights | \$18.53 | 1/06/03 | | A | | 11,200 | | 1/06/2003 | 1/06/2013 | Common Stock | 11,200 |

Explanation of Responses:

The plans under which these options were granted, which complies with Rule 16b-3, allows for the provision of tax withholding rights.

s/K. A. Feldmann

January 8, 2003

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See

**Signature of Reporting Person

Date

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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