



Item 5. Other Information.

On January 15, 2003, Modine Manufacturing Company's Board of Directors announced the promotion of David B. Rayburn to President and Chief Executive Officer, and elected him to serve as a new director of the corporation, expanding the number of board members from nine to ten. The Company has amended its by-laws, consistent with these changes.

Copies of the Company's revised by-laws, and the news release announcing Mr. Rayburn's promotion and election are attached hereto as Exhibits 3.1 and 20.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

| Reference Number<br>per Item 601 of<br><u>Regulation S-K</u> |   | Page |
|--|---|------|
| 1  | Not applicable.   |      |
| 2  | Not applicable.   |      |
| *3.1   | Modine Manufacturing Company<br>By-laws, amended January 15, 2003       |      |
| 16   | Not applicable.   |      |
| 17   | Not applicable.   |      |
| *20  | News Release of Modine Manufacturing<br>Company dated January 15, 2003. |      |
| 23   | Not applicable.   |      |
| 24   | Not applicable.   |      |
| 27   | Not applicable.   |      |

\*Filed herewith.

SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 15, 2003.

MODINE MANUFACTURING COMPANY

By: /s/ D. B. Rayburn

D. B. Rayburn, President  
and Chief Executive Officer