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MODINE MANUFACTURING CO

Form 4

August 09, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number:

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SECURITIES obligations may continue.

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)

See Instruction

1. Name and Address of Reporting Person * HARPER CARLTON C			2. Issuer Name and Ticker or Trading Symbol MODINE MANUFACTURING CO [MOD]]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/04/2005			_	Director 10% Owner _X Officer (give title Other (specify below) Chief Information Officer				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			<i>1</i> - -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	ODD Dispos (Instr. 3,	sed of 4 and (A) or		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 Indirect Beneficial Ownership (Instr. 4)	
Modine common stock	08/05/2005			M	2,128	A	\$ 24.4056	0	D		
Modine common stock	08/04/2005			S	2,128	D	\$ 37	25,373.891 (1)	D		

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

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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. Transacti Code (Instr. 8)	Secu Acqu (A) o Disp (D)	rities nired or osed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 33.1306						01/21/1998	01/21/2008	Modine common stock	3,073
Employee stock option	\$ 32.4594						01/20/1999	01/20/2009	Modine common stock	5,122
Employee stock option	\$ 24.4056	08/04/2005		M		2,128	01/19/2000	01/19/2010	Modine common stock	2,128
Employee stock option	\$ 18.0894						01/06/2003	01/06/2013	Modine common stock	8,194
Employee stock option	\$ 30.8194						01/18/2005	01/18/2015	Modine common stock	7,119

Reporting Owners

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	
HARPER CARLTON C					

Chief Information Officer

Signatures

/s/D. R. Zakos, Attorney-in-Fact for C. C. 08/09/2005 Harper

**Signature of Reporting Person Date

2 Reporting Owners

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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).
- This total includes 1,363.9502 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 761.4411 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 872.0510 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account.
- This option was previously reported as an option for 3,000 shares of common stock at an exercise price of \$33.9375 per share, but was adjusted to reflect the stock dividend declared by Modine on July 21, 2005 in connection with the spin off and merger of Modine's Aftermarket Business in a reverse Morris Trust transaction. As a result of the stock dividend, stock options granted by Modine were adjusted to retain their intrinsic value.
- This option was previously reported as an option for 5,000 shares of common stock at an exercise price of \$33.25 per share. See footnote 2 for explanation.
- This option was previously reported as an option for 7,500 shares of common stock at an exercise price of \$25.00 per share. See footnote 2 for explanation.
- (5) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$29.17 per share. See footnote 2 for explanation.
- This option was previously reported as an option for 6,950 shares of common stock at an exercise price of \$31.57 per share. See footnote 2 for explanation.

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.