

MODINE MANUFACTURING CO
Form 8-K
January 27, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act
of 1934**

Date of Report (Date of earliest event reported): **January 26, 2006**

| | | |
|--|--|--|
| Modine Manufacturing Company | | |
| (Exact name of registrant as specified in its charter) | | |

| | | |
|--|--------------------------|---|
| Wisconsin | 1-1373 | 39-0482000 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

| | |
|---|--------------|
| 1500 DeKoven Avenue, Racine, Wisconsin | 53403 |
| Address of principal executive offices | Zip Code |

| | |
|---|-----------------------|
| Registrant's telephone number, including area code: | (262) 636-1200 |
|---|-----------------------|

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01 Other Events.

On January 26, 2006, Modine Manufacturing Company (the "Company") announced that its Board of Directors authorized the repurchase of up to 10 percent of the Company's outstanding common stock over the next 18 months. This is incremental to the 5 percent repurchase program that was authorized and completed in calendar 2005.

As with the previous 5 percent share repurchase program, any purchases will be made from time to time at current prices through solicited and unsolicited transactions in the open market or in privately negotiated or other transactions. Purchases will be at the discretion of the Company and would depend on business and market conditions, regulatory considerations and other factors.

The Company may also, from time to time, enter into a Rule 10b5-1 plan to facilitate repurchases of its shares under the authorization. A Rule 10b5-1 plan permits the Company to repurchase shares at times when it might otherwise be prevented from doing so, provided the plan is adopted when the Company is not aware of material non-public information.

A copy of the press release is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|-----------------------|--------------------------------------|
| 99.1 | Press Release dated January 26, 2006 |

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SIGNATURES

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.

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| Modine Manufacturing Company |
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| |
| By: /s/ D.B. Rayburn |
| D.B. Rayburn President and Chief Executive Officer |
| |
| |
| By: /s/ D.R. Zakos |
| D.R. Zakos Vice President, General Counsel and Secretary |

Date: January 27, 2006

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EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|--------------------------------------|
| 99.1 | Press Release dated January 26, 2006 |