#### Edgar Filing: KELSEY MARGARET C - Form 4

KELSEY MA	ARGARET C										
Form 4											
June 07, 2012											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
~		Washington, D.C. 20549						Number:	3235-0287		
Check this if no long	or		Expires:	January 31, 2005							
subject to	SIAII	EMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average		
Section 16. Form 4 or			SECORITIES						burden hours per response 0.5		
Form 5	Filed p	Section 1	6(a) of the	e Securiti	es Ex	chang	e Act of 1934,	10300130	0.0		
obligation may conti				•	•	• •		1935 or Section	n		
See Instru		30(h)	of the In	vestment	Company	Act	of 194	-0			
1(b).											
(Print or Type R	esponses)										
1. Name and A KELSEY M		Name and	Ticker or T	Frading	g	5. Relationship of Reporting Person(s) to Issuer					
KELSE I WI	•	Symbol MODINE MANUFACTURING CO									
			[MOD]		mere			(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction			Director		Owner	
	(Month/D	-				XOfficer (give titleOther (specify below) below)					
	ANUFACTU		06/05/20	012				VP - Corp I	Dev, G C & See	cretary	
CO, 1500 DI		L	4 If A	- descent De						-(61 1	
(Street)			4. If Amendment, Date Original Filed(Month/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			
RACINE, W	T 53403							Person	fore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction D		med on Date, if	3. 4. Securities Acquired				5. Amount of Securities	6. Ownership		
Security (Instr. 3)	(Month/Day/Yea	ar) Executio any	n Date, n	Code	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				Form: Direct Indirect (D) or Beneficia	Beneficial	
		(Month/I	Day/Year)	(Instr. 8)				Indirect (I) (Instr. 4)	• • •		
						(1)		Reported	(111501. 4)	(111501. 4)	
						(A) or		Transaction(s) (Instr. 3 and 4)			
Common				Code V	Amount	(D)	Price	(Insu: 5 and 4)			
Common stock	06/05/2012			А	20,056 (1)	А	\$ 5.75	42,339 <u>(2)</u>	D		

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

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.

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

#### 1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 2. 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** (Month/Day/Year) (Instr. 3 and 4) Security or Exercise any Code Securities (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Amount Expiration Date or Title Exercisable Date Number Code V (A) (D) of Shares Employee Common (3) 06/05/2022 stock \$ 5.75 06/05/2012 A 13,551 13,551 stock option

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
KELSEY MARGARET C MODINE MANUFACTURING CO 1500 DEKOVEN AVE RACINE, WI 53403			VP - Corp Dev, G C & Secretary				
Signatures							

Margaret C. 06/07/2012 Kelsey

<u>\*\*</u>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) This stock award will vest in four equal annual increments commencing on 6/5/2013.
- (2) This total includes 318 units of Modine common stock held in the Reporting Person's Modine 401(k) Retirement Plan account.
- (3) The option vests in four equal annual installments commencing on the date of grant.

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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