Marry Thomas F Form 4 June 12, 2012

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

Check this box if no longer subject to

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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 \* Marry Thomas F

(Last) (First) (Middle)

(State)

1500 DEKOVEN AVE.

(Street)

RACINE, WI 53403

(City)

1.Title of

Common

stock

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Symbol MODINE MANUFACTURING CO

[MOD]

3. Date of Earliest Transaction (Month/Day/Year)

06/09/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

F

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

(Zip)

06/09/2012

Common 06/11/2012 stock

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8)

(Instr. 3, 4 and 5) (A)

Code V Amount (D) F 572 (1)

519 (1) D

or

129,669 (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of

Price

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005 Estimated average

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response...

0.5

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below)

Exec VP & COO

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

D

Person

Owned

Reported

Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Following

(Instr. 4)

Ownership (Instr. 4)

 $130,188 \frac{(2)}{}$ D

SEC 1474

### Edgar Filing: Marry Thomas F - Form 4

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3	3 and 4)		Own
	Security										Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
					Date	Date	Expiration	Or Title Nesselves			
						Exercisable Date	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Marry Thomas F 1500 DEKOVEN AVE.

Exec VP & COO

RACINE, WI 53403

### **Signatures**

Margaret C. Kelsey, Atttorney in Fact

06/12/2012

\*\*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) Shares disposed of in a private transaction to cover tax withholding.
- (2) This total includes 937 units of Modine common stock held in the Reporting Persons's Modine 401(k) Retirement Plan account.

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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