

Edgar Filing: MODINE MANUFACTURING CO - Form 4

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Deri Secu (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock options (right to buy)	\$ 22.2091					01/17/1996	01/17/2006	Modine common stock	15,365
Employee stock option (right to buy)	\$ 24.6497					01/15/1997	01/15/2007	Modine common stock	15,365
Employee stock option (right to buy)	\$ 33.1306					01/21/1998	01/21/2008	Modine common stock	15,366
Employee stock option	\$ 32.4594					01/20/1999	01/20/2009	Modine common stock	20,487
Employee stock option	\$ 24.4056					01/19/2000	01/19/2010	Modine common stock	25,608
Employee stock option	\$ 22.6972					01/17/2001	01/17/2011	Modine common stock	25,609
Employee stock option	\$ 22.2384					01/16/2002	01/16/2012	Modine common stock	40,974
Employee stock option	\$ 18.0894					01/06/2003	01/06/2013	Modine common stock	22,945
Employee stock option	\$ 28.4764					01/20/2004	01/20/2014	Modine common stock	30,730

Employee				Modine
stock	\$ 30.8194	01/18/2005	01/18/2015	common
option				stock 26,633

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAYBURN DAVID B	X		President and CEO	

Signatures

/s/D. R. Zakos, Attorney-in-Fact for D. B. Rayburn	07/29/2005
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__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 total includes 3,460.5203 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 6,809.7082 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 7,329.0489 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account.
- (2) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$22.75 per share, but was adjusted to reflect the stock dividend declared by Modine on July 20, 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.
- (3) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$25.25. See footnote 2 for explanation.
- (4) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$33.9375. See footnote 2 for explanation.
- (5) This option was previously reported as an option for \$20,000 shares of common stock at an exercise price of \$33.25. See footnote 2 for explanation.
- (6) This option was previously reported as an option for 25,000 shares of common stock at an exercise price of \$25.00. See footnote 2 for explanation.
- (7) This option was previously reported as an option for 25,000 shares of common stock at an exercise price of \$23.25. See footnote 2 for explanation.
- (8) This option was previously reported as an option for 40,000 shares of common stock at an exercise price of \$22.78. See footnote 2 for explanation.
- (9) This option was previously reported as an option for 22,400 shares of common stock at an exercise price of \$18.53. See footnote 2 for explanation.
- (10) This option was previously reported as an option for 30,000 shares of common stock at an exercise price of \$29.17. See footnote 2 for explanation.
- (11) This option was previously reported as an option for 26,000 shares of common stock at an exercise price of \$31.57. 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.