

MODINE MANUFACTURING CO
Form 4
August 09, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FELDMANN KLAUS A

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)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Group Vice President

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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 Ownership (Instr. 4)
				Code	V Amount (D) Price			
Modine common stock	08/04/2005		M	2,040	A \$ 24.6497	0	D	
Modine common stock	08/04/2005		M	1,967	A \$ 24.6497	0	D	
Modine common stock	08/04/2005		M	1,993	A \$ 24.6497	0	D	
Modine common	08/04/2005		S	2,040	D \$ 37	0	D	

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stock

Modine

common 08/04/2005 S 1,967 D \$ 37 32,463 D
stock

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

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SEC 1474
(9-02)

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. 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee stock option	\$ 24.6497	08/04/2005		M	6,000	01/15/1997 01/15/2007	Modine common stock	6,000	
Employee stock option	\$ 33.1306					01/21/1998 01/21/2008	Modine common stock	6,146	
Employee stock option	\$ 32.4594					01/20/1999 01/20/2009	Modine common stock	6,146	
Employee stock option	\$ 24.4056					01/19/2000 01/19/2010	Modine common stock	12,292	
Employee stock option	\$ 22.6972					01/17/2001 01/17/2011	Modine common stock	15,366	
Employee stock option	\$ 22.2384					01/16/2002 01/16/2012	Modine common stock	20,487	
Employee stock option	\$ 18.0894					01/06/2003 01/06/2013	Modine common stock	11,472	

Employee stock option	\$ 28.4764	01/20/2004	01/20/2014	Modine common stock	12,292
Employee stock option	\$ 30.8194	01/18/2005	01/18/2015	Modine common stock	10,653

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FELDMANN KLAUS A			Group Vice President	

Signatures

/s/D. R. Zakos, Attorney-in-Fact for K. A. Feldmann 08/09/2005

__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 option was previously reported as an option for 6,000 shares of common stock at an exercise price of \$25.25 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.
 - (2) This option was previously reported as an option for 6,000 shares of common stock at an exercise price of \$33.9375 per share. See footnote 1 for explanation.
 - (3) This option was previously reported as an option for 6,000 shares of common stock at an exercise price of \$33.25 per share. See footnote 1 for explanation.
 - (4) This option was previously reported as an option for 12,000 shares of common stock at an exercise price of \$25.00 per share. See footnote 1 for explanation.
 - (5) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$23.25 per share. See footnote 1 for explanation.
 - (6) This option was previously reported as an option for 20,000 shares of common stock at an exercise price of \$22.78 per share. See footnote 1 for explanation.
 - (7) This option was previously reported as an option for 11,200 shares of common stock at an exercise price of \$18.53 per share. See footnote 1 for explanation.
 - (8) This option was previously reported as an option for 12,000 shares of common stock at an exercise price of \$29.17 per share. See footnote 1 for explanation.
 - (9) This option was previously reported as an option for 10,400 shares of common stock at an exercise price of \$31.57 per share. See footnote 1 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.