

MODINE MANUFACTURING CO
 Form 4
 March 13, 2003

FORM 4

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

OMB
 APPROVAL
 OMB
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[] Check this box if
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 Section 16. Form
 4 or
 Form 5
 obligations may
 continue.
 See Instruction
 1(b).

STATEMENT OF CHANGES IN
 BENEFICIAL OWNERSHIP

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* | | | 2. Issuer Name and Ticker or Trading Symbol | | | 6. Relationship of Reporting to Issuer (Check all applicable) | | | | |
| Johnson, D. R. | | | Modine Manufacturing Company - MODI | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | | | | |
| | | | | | | <input checked="" type="checkbox"/> Office Other (specify title below) | | | | |
| Chairman | | | | | | | | | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | | 4. Statement for Month/Day/Year | | 7. Individual or Joint/Group (Check Applicable Line) | | | |
| Modine Manufacturing Company | | | | | 3/13/03 | | | | | |
| 1500 DeKoven Avenue | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | Form filed by One Reporting Person | | | |
| (Street) | | | | | | | Form filed by More than One Reporting Person | | | |
| Racine WI 53403 | | | | | | | | | | |
| (City) | (State) | (Zip) | Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially | | | | | | | |
| 1. Title of Security (Instr. 3) | | | 2. Transaction Date | 2A. Deemed Execution Date, if any | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned | 6. Ownership Form: (D) or | 7. |

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| | (Month/ Day/ Year) | (Month/ Day/ Year) | Code V | Amount | (A) or (D) | Price | Following Reported Transaction(s) (Instr. 4) (Instr. 3 and 4) | Indirect (Instr. 4) |
|--------------|--------------------------|--------------------------|--------|--------|------------------|--------------------|--|------------------------|
| Common Stock | 3/13/03 | | A | 7,500 | A | 13.10 | | |
| Common Stock | | | | | | 2,086.9988 (1) | I | B |
| Common Stock | | | | | | 17,139.7129 | I | B |
| Common Stock | | | | | | 13,201.2423 (2) | I | B |
| Common Stock | | | | | | 2,288 | I | B |
| Common Stock | | | | | | 82,298.71 | D | |

(1)
Includes Modine common stock unit purchases through the Modine 401(k) Retirement Plan between 2/04/03 and 3/13/03. Each unit consists of Modine stock and cash components.
 (2) **Includes Modine common stock unit purchases through the Modine Deferred Compensation Plan between 2/04/03 and 3/13/03. Each unit consists of Modine stock and cash components.**

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(Over)
 SEC 1474
 (9-02)

FORM
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 (continued)

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

| 1. Title of | 2. Conversion or | 3. Transaction | 3A. Deemed | 4. Transaction | 5. Number of Deriv- | 6. Date Exer- | 7. Title and Amount of | 8. Price of | 9. Number of |
|-------------|------------------|----------------|------------|----------------|---------------------|---------------|------------------------|-------------|--------------|
|-------------|------------------|----------------|------------|----------------|---------------------|---------------|------------------------|-------------|--------------|

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| Derivative Security (Instr. 3) | Exercise Price of Derivative Security | Date (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | | ative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | isable and Expiration Date (Month/Day/Year) | | Underlying Securities (Instr. 3 and 4) | | Derivative Security (Instr. 5) | deriv-ative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) |
|--|---------------------------------------|-----------------------|---|-----------------|---|--|-----|---|-----------------|--|----------------------------|--------------------------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expirātion Date | File | Amount or Number of Shares | | |
| Options with tandem tax withholding rights | \$30.00 | | | | | | | 1/19/1994 | 1/19/2004 | Common Stock | 19,000 | | 19,000 |
| Options with tandem tax withholding rights | \$28.50 | | | | | | | 1/18/1995 | 1/18/2005 | Common Stock | 20,000 | | 20,000 |
| Options with tandem tax withholding rights | \$22.75 | | | | | | | 1/17/1996 | 1/17/2006 | Common Stock | 25,000 | | 25,000 |
| Options with tandem tax withholding rights | \$25.25 | | | | | | | 1/15/1997 | 1/15/2007 | Common Stock | 25,000 | | 25,000 |
| Options with tandem tax withholding rights | \$33.9375 | | | | | | | 1/21/1998 | 1/21/2008 | Common Stock | 30,000 | | 30,000 |

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| | | | | | | | | | | | | | |
|--|---------|--|--|--|--|--|--|-----------|-----------|--------------|--------|--|--------|
| Options with tandem tax withholding rights | \$33.25 | | | | | | | 1/20/1999 | 1/20/2009 | Common Stock | 30,000 | | 30,000 |
| Options with tandem tax withholding rights | \$25.00 | | | | | | | 1/19/2000 | 1/19/2010 | Common Stock | 35,000 | | 35,000 |
| Options with tandem tax withholding rights | \$23.25 | | | | | | | 1/17/2001 | 1/17/2011 | Common Stock | 35,000 | | 35,000 |
| Options with tandem tax withholding rights | \$22.78 | | | | | | | 1/16/2002 | 1/16/2012 | Common Stock | 50,000 | | 50,000 |
| Options with tandem tax withholding rights | \$18.53 | | | | | | | 1/06/2003 | 1/06/2013 | Common Stock | 26,400 | | 26,400 |

Explanation of Responses:

The plans under which these options were granted, which complies with Rule 16b-3, allows for the provision of tax withholding rights. The Reporting Person is a participant in the Modine Employee Stock Ownership Plan (ESOP), Modine Common Stock Fund Units and the Modine Pension Trusts.

| | | | | | | | | | | | | | |
|----|---|--|--|--|--|--|--|--|--|--|--|---------------------------------|--|
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| ** | Intentional misstatements or omissions of facts constitute Federal Criminal Violations. | | | | | | | | | | | **Signature of Reporting Person | |
| | See | | | | | | | | | | | | |

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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