

MODINE MANUFACTURING CO
Form 4
December 21, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
RULSEH JAMES R

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)
5001 N SECOND STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2004

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

ROCKFORD, IL 61111

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 (A) or (D) Price | | |
| Modine common stock | 12/17/2004 | | M | | 5,492 A \$ 28.5 | 0 | D |
| Modine common stock | 12/17/2004 | | S | | 5,492 D \$ 32 | 0 | D |
| Modine common stock | 12/20/2004 | | M | | 3,508 A \$ 28.5 | 0 | D |
| Modine common | 12/20/2004 | | F | | 3,124 D \$ 32 | 27,608.6354 | D |
| | | | | | (1) | (2) | |

stock

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

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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee stock option (right to buy) | \$ 28.5 | 12/17/2004 | | M | 5,492 | 01/18/1995 01/18/2005 | common stock | 5,492 |
| Employee stock option (right to buy) | \$ 28.5 | 12/20/2004 | | M | 3,508 | 01/18/1995 01/18/2005 | common stock | 3,508 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RULSEH JAMES R 5001 N SECOND STREET ROCKFORD, IL 61111 | | | Group Vice President | |

Signatures

/s/D. R. Zakos, Attorney-in-Fact for J.R. Rulseh
12/21/2004

__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) Stock swap.

This total includes 1,385.122 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 43.7731 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation PPlan account and 3,806.5232

(2) units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 12/08/2004.

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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