

MODINE MANUFACTURING CO
Form 4
August 01, 2005

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 *
ZAKOS DEAN 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)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP, Gen. Counsel and Secretary

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Modine common stock	07/28/2005		M		4,056 A \$ 24.6497	0	D
Modine common stock	07/28/2005		F		2,799 D \$ 35.71	0	D
Modine common stock	07/28/2005		M		3,073 A \$ 22.2091	0	D
Modine common	07/28/2005		F		1,911 D \$ 35.71	51,266.3287	D

(1)

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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 (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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		Title
Employee stock option	\$ 22.2091	07/28/2005		M		3,073		01/17/1996	01/17/2006	Modine common stock	3,073
Employee stock option	\$ 24.6497	07/28/2005		M		4,056		01/15/1997	01/15/2007	Modine common stock	4,056
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	7,682
Employee stock option	\$ 22.6972							01/17/2001	01/17/2011	Modine common stock	8,195
Employee stock options	\$ 22.2384							01/16/2002	01/16/2012	Modine common stock	15,365
Employee stock option	\$ 18.0894							01/06/2003	01/06/2013	Modine common stock	8,604

Employee stock options	\$ 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
ZAKOS DEAN R			VP,Gen. Counsel and Secretary	

Signatures

/s/D. R. Zakos 08/01/2005

**Signature of Date
Reporting Person

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 1,281.7094 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 594.7928 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 6,445.7891 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 3,000 shares of common stock at an exercise price of \$22.75 per shares, 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.
 - (3) This option was previously reported as an option for 4,000 shares of common stock at an exercise price of \$25.25 per share. *See* footnote 2 for explanation.
 - (4) 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 2 for explanation.
 - (5) 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 2 for explanation.
 - (6) This option was previously reported as an option for 7,500 shares of common stock at an exercise price of \$25.00 per share. *See* footnote 2 for explanation.
 - (7) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$23.25 per share. *See* footnote 2 for explanation.
 - (8) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$22.78 per share. *See* footnote 2 for explanation.
 - (9) This option was previously reported as an option for 8,400 shares of common stock at an exercise price of \$18.53 per share. *See* footnote 2 for explanation.
 - (10) 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 2 for explanation.
 - (11)

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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 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.