

MODINE MANUFACTURING CO
 Form 4
 August 02, 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 *
HETRICK ROGER L

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)
07/29/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Human Resources

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) | (A) or (D) | 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 | Price | | |
| Modine common stock | 07/29/2005 | | M | | 66 | \$ 24.6497 | 0 | D |
| Modine common stock | 07/29/2005 | | M | | 3,277 | \$ 22.6972 | 0 | D |
| Modine common stock | 07/29/2005 | | M | | 5,748 | \$ 22.2384 | 0 | D |
| Modine common | 07/29/2005 | | M | | 209 | \$ 22.2384 | 0 | D |

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stock

| | | | | | | | |
|---------------------|------------|---|----|---|------------|---|---|
| Modine common stock | 07/29/2005 | S | 66 | D | \$ 35.9093 | 0 | D |
|---------------------|------------|---|----|---|------------|---|---|

| | | | | | | | |
|---------------------|------------|---|-------|---|------------|---|---|
| Modine common stock | 07/29/2005 | S | 3,277 | D | \$ 35.9093 | 0 | D |
|---------------------|------------|---|-------|---|------------|---|---|

| | | | | | | | |
|---------------------|------------|---|-------|---|------------|---|---|
| Modine common stock | 07/29/2005 | S | 5,748 | D | \$ 35.9093 | 0 | D |
|---------------------|------------|---|-------|---|------------|---|---|

| | | | | | | | |
|---------------------|------------|---|-----|---|------------|---------------------------|---|
| Modine common stock | 07/29/2005 | S | 209 | D | \$ 35.9093 | 28,994.1635 <u>(1)</u> | D |
|---------------------|------------|---|-----|---|------------|---------------------------|---|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee stock option | \$ 24.6497 | 07/29/2005 | | M | 66 | 01/15/1997 01/15/2007 | Modine common stock 66 |
| Employee stock option | \$ 22.6972 | 07/29/2005 | | M | 3,277 | 01/17/2001 01/17/2011 | Modine common stock 3,277 |
| Employee stock option | \$ 22.2384 | 07/29/2005 | | M | 5,748 | 01/16/2002 01/16/2012 | Modine common stock 5,748 |
| Employee stock | \$ 18.0894 | 07/29/2005 | | M | 209 | 01/06/2003 01/06/2013 | Modine common 209 |

option

stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HETRICK ROGER L | | | VP, Human Resources | |

Signatures

| | |
|---|---------------------|
| /s/D. R. Zakos, Attorney-in-Fact for R. L. Hetrick | 08/02/2005 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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).
- This total includes 89,3008 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account,
(1) 1,412.8504 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and
 2,627.6810 shares held through Modine's DRIP account.

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.