

MODINE MANUFACTURING CO  
 Form 4  
 January 08, 2003

FORM 4

UNITED STATES SECURITIES AND  
 EXCHANGE COMMISSION  
 Washington, DC 20549

OMB  
 APPROVAL  
 OMB  
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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 <b>and</b> Ticker or Trading Symbol			6. Relationship of Reporting to Issuer (Check all applicable)				
Rayburn, D. B.			Modine Manufacturing Company - MODI			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
						President and Chief Operating Officer				
(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			161-40-6176		1/6/03		<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			
1500 DeKoven Avenue										
(Street)			Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		5. If Amendment, Date of Original (Month/Day/Year)		<input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
Racine WI 53403										
(City)	(State)	(Zip)	2. Transaction Date		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned (D) or	
1. Title of Security (Instr. 3)			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 (D) or	

	(Month/ Day/ Year)	(Month/ Day/ Year)	Code V	Amount	(A or (D)	Price	Followed Reported Transaction(s) (Instr. 4)  3 and 4)	Indirect (Instr. 4)
Common Stock, \$0.625 Par	1/6/03		A	15,000	A	-0-		
	(1)		J <sup>(1)</sup>	143.6106	A	(1)		
	(2)		J <sup>(2)</sup>	80.2051	A	(2)		
	(3)		J <sup>(3)</sup>	403.6841	A	6,028.7681	<sup>(4)</sup> <sup>(5)</sup> <sup>(6)</sup>	D

(1)  
**The acquisition of 143.6106 shares were made from 4/1/02 thru 1/06/03 at prices ranging from \$18.96 to \$27.15 per share through the Modine Employee Stock Ownership Plan (ESOP), which Plan is a Rule 16b-3 Plan.**

(2) **The reported securities of 80.2051 Modine Common Stock Fund Units (Modine 401(k) Retirement Plan) were purchased from 4/1/02 thru 1/06/03 at prices ranging from \$16.44 to \$29.01 per Unit. Each Unit consists of Modine common stock and cash components.**

(3) **The reported securities of 403.6841 Modine Common Stock Fund Units (Modine Deferred Compensation Plan) were purchased from 4/1/02 thru 1/06/03 at prices ranging from \$16.44 to \$29.01 per Unit. Each Unit consists of Modine common stock and cash components.**

(4) **Includes 8,216.9954 shares owned thru the ESOP.**

(5) **Includes 2,293.1554 Units owned thru the Modine 401(k) Retirement Plan. Each Unit consists of Modine common stock and cash components.**

(6)  
**Includes 4,950.6173 Units owned thru the Modine Deferred Compensation Plan. Each Unit consists of Modine common 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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FORM 4 (continued)	Table II — Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)												
	1. Title of Derivative Security (Instr. 3)	2. Con- version or Exercise Price of Deri- vative Security	3. Trans- action Date  (Month/ Day/ Year)	3A. Deemed Execution Date, if any  (Month/ Day/ Year)	4. Trans- action Code (Instr.8)		5. Number of Deriv- ative Securities Ac- quired (A) or Dis- posed of (D)  (Instr. 3, 4 and 5)		6. Date Exer- cisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri- of De- ativ- Sec- ity (In- 5)
					Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	
Options with tandem tax withholding rights	\$18.25	1/20/93			A		5,479		1/20/ 1993	1/20 2003	Common Stock	5,479	
Options with tandem tax withholding rights	\$30.00	1/19/94			A		10,000		1/19/ 1994	1/19 2004	Common Stock	10,000	
Options with tandem tax withholding rights	\$28.50	1/18/95			A		11,000		1/18 1995	1/18/ 2005	Common Stock	11,000	
Options with tandem tax withholding rights	\$22.75	1/17/96			A		15,000		1/17/ 1996	1/17/ 2006	Common Stock	15,000	
Options with tandem tax withholding rights	\$25.25	1/15/97			A		15,000		1/15/ 1997	1/15/ 2007	Common Stock	15,000	
Options with tandem	\$33.9375	1/21/98			A		15,000		1/21/ 1998	1/21/ 2008	Common Stock	15,000	

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tax withholding rights											
Options with tandem tax withholding rights	\$33.25	1/20/99		A	20,000		1/20/1999	1/20/2009	Common Stock	20,000	
Options with tandem tax withholding rights	\$25.00	1/19/00		A	25,000		1/19/2000	1/19/2010	Common Stock	25,000	
Options with tandem tax withholding rights	\$23.25	1/17/01		A	25,000		1/17/2001	1/17/2011	Common Stock	25,000	
Options with tandem tax withholding rights	\$22.78	1/16/02		A	40,000		1/16/2002	1/16/2012	Common Stock	40,000	
Options with tandem tax withholding rights	\$18.53	1/06/03		A	22,400		1/06/2003	1/06/2013	Common Stock	22,400	

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 Manufacturing Company Pension Trusts. The entities (with the exception of the Modine Common Stock Fund) are also Reporting Persons pursuant to Section 16(a) and files separate statements. Shares held by the Reporting Person in the Plan or Trust are reported on this Statement and on statements filed by the Plan.

s/D. B. Rayburn

January 8, 2003

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

\*\*Signature of Reporting Person

Date

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.

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.