

MODINE MANUFACTURING CO
Form 4/A
March 15, 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 *
KATZFEY CHARLES 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)
03/15/2005

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

4. If Amendment, Date Original Filed(Month/Day/Year)
03/10/2005

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 | 03/09/2005 | | M | | 3,605 (2) | A | \$ 22.75 |
| Modine common stock | 03/09/2005 | | S | | 405 | D | \$ 32.01 |
| Modine common stock | 03/09/2005 | | S | | 1,400 | D | \$ 32 |
| Modine common | 03/09/2005 | | S | | 1,800 | D | \$ 31,280.2116 |
| | | | | | | | (1) 31.96 |

stock

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

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SEC 1474
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 22.75 | 03/09/2005 | | M | 3,605 | 01/17/1996 01/17/2006 | Modine common stock | 3,605 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|----------------------|
| | Director | 10% Owner | Officer | Other |
| KATZFEY CHARLES R | | | | Group Vice President |

Signatures

/s/D. R. Zakos, Attorney-in-Fact for C. R. Katzfey
Date: 03/15/2005

__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) This total includes 991.5164 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 1,586.0781 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account, 4,050.4347

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units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account and 4,088.676 shares of Modine common stock held in the Registrant's Modine Dividend Reinvestment Plan account.

(2) This transaction was a cashless, broker assisted exercise rather than a sale of existing Modine common stock.

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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