

Edgar Filing: MODINE MANUFACTURING CO - Form 4

| 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) | 8. P. Derivative Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee stock option | \$ 24.6497 | | | | | 01/15/1997 | 01/15/2007 | Modine common stock | 8,194 |
| Employee stock option | \$ 33.1306 | | | | | 01/21/1998 | 01/21/2008 | Modine common stock | 8,185 |
| Employee stock option | \$ 32.4594 | | | | | 01/20/1999 | 01/20/2009 | Modine common stock | 8,195 |
| Employee stock option | \$ 24.4056 | | | | | 01/19/2000 | 01/19/2010 | Modine common stock | 12,292 |
| Employee stock option | \$ 22.6972 | | | | | 01/17/2001 | 01/17/2011 | Modine common stock | 15,366 |
| Employee stock option | \$ 22.2384 | | | | | 01/16/2002 | 01/16/2012 | Modine common stock | 20,487 |
| Employee stock option | \$ 18.0894 | | | | | 01/06/2003 | 01/06/2013 | Modine common stock | 11,472 |
| Employee stock option | \$ 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

KATZFEY CHARLES R

Group Vice President

Signatures

/s/D. R. Zakos, Attorney-in-Fact for C. R.
Katzfey

07/29/2005

__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 1,045.1465 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 1,670.1239 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account, 4,071.9412 units of Modine common stock indirectly held in the Reigstrant's Modine Stock Fund account and 4,264.1420 shares held through Modine's DRIP account.

(2) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$25.25 per share, but was adjusted to reflect the stock dividend declared by Modine on July 20, 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 8,000 shares of common stock at an exercise price of \$33.9375 per share. See footnote 2 for explanation.

(4) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$33.25 per share. See footnote 2 for explanation.

(5) This option was previously reported as an option for 12,000 shares of common stock at an exercise price of \$25.00 per share. See footnote 2 for explanation.

(6) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$23.25 per share. See footnote 2 for explanation.

(7) This option was previously reported as an option for 20,000 shares of common stock at an exercise price of \$22.78 per share. See footnote 2 for explanation.

(8) This option was previously reported as an option for 11,200 shares of common stock at an exercise price of \$18.53 per share. See footnote 2 for explanation.

(9) This option was previously reported as an option for 12,000 share of common stock at an exercise price of \$29.17 per share. See footnote 2 for explanation.

(10) 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.