MODINE MANUFACTURING CO

Form 4

January 19, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGE SECTION 16.

Expires: January 31, 2005

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * KELSEY MARGARET C | | | 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) | 3. Date of Earliest Transaction (Month/Day/Year) 01/17/2006 | | | | | Director 10% OwnerX_ Officer (give title Other (specify below) | | | |
| | (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) | | Date, if | 3. Transactio Code (Instr. 8) | (Instr. 3, | spose | d of (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) | |
| Modine common stock | 01/17/2006 | | | A | 499 (1) | A | \$ 32.61 | 0 | D | | |
| Modine common stock | 01/18/2006 | | | F | 80 (2) | D | \$ 32.91 | 9,654.0134 | 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.

SEC 1474

(9-02)

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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. Transacti Code (Instr. 8) | 5. Number on f 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 (right to buy) | \$ 32.61 | 01/17/2006 | | A | 1,455 | 01/17/2006 | 01/17/2016 | Modine common stock | 1,455 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KELSEY MARGARET C

Corp. Treasurer & Asst. Secty.

Signatures

/s/D.R. Zakos, Attorney-in-Fact for M.C. Kelsey 01/19/2006

**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 award will vest in four annual increments starting on 1/17/2007.
- (2) Shares disposed of in private transaction to issuer to cover tax withholding.

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.

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