

MODINE MANUFACTURING CO
Form 4
August 12, 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 *
DEVUONO ANTHONY 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)

(Street)

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2005

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

____ Director
 Officer (give title below) _____ Other (specify below)
VP & Chief Technology Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Modine common stock | 08/10/2005 | | A | 12.8893 A \$ 37.4684 | 26,460.8057 (1) | D | |

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)

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| 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 | 5,121 |
| Employee stock option | \$ 33.1306 | | | | | 01/21/1998 | 01/21/2008 | Modine common stock | 7,683 |
| Employee stock option | \$ 32.4594 | | | | | 01/20/1999 | 01/20/2009 | Modine common stock | 7,682 |
| Employee stock option | \$ 24.4056 | | | | | 01/19/2000 | 01/19/2010 | Modine common stock | 10,243 |
| Employee stock option | \$ 22.6972 | | | | | 01/17/2001 | 01/17/2011 | Modine common stock | 10,244 |
| Employee stock option | \$ 22.2384 | | | | | 01/16/2002 | 01/16/2012 | Modine common stock | 15,365 |
| Employee stock option | \$ 18.0894 | | | | | 01/06/2003 | 01/06/2013 | Modine common stock | 8,604 |
| 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

DEVUONO ANTHONY C

VP & Chief Technology Officer

Signatures

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

08/12/2005

**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 2,655.8673 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 1,311.7192 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 2,339.928 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account.

(2) This option was previously reported as an option for 5,000 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 21, 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 7,500 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 7,500 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 10,000 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 10,000 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 15,000 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 8,400 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 shares 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.

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