

MODINE MANUFACTURING CO
Form 4
August 17, 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 *
FAHL GARY A

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)
08/17/2005

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

____ Director
 Officer (give title below) _____ Other (specify below)
VP, Environm., Safety & Security

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	08/17/2005		S	1,274.904 (2)	\$ 41.6839 (1)	D	
					13,286.0505 (1)		

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. Price or Per Share Value (Instr. 3 and 4)
Employee stock option	\$ 24.6497					01/15/1997 01/15/2007	Modine common stock	3,073
Employee stock option	\$ 33.1306					01/21/1998 01/21/2008	Modine common stock	4,098
Employee stock option	\$ 32.4594					01/20/1999 01/20/2009	Modine common stock	5,122
Employee stock option	\$ 24.4056					01/19/2000 01/19/2010	Modine common stock	5,121
Employee stock option	\$ 22.2384					01/16/2002 01/16/2012	Modine common stock	6,146
Employee stock option	\$ 28.4764					01/20/2004 01/20/2014	Modine common stock	4,916
Employee stock option	\$ 30.8194					01/18/2005 01/18/2015	Modine common stock	4,261

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAHL GARY A			VP, Environm., Safety & Security	

Signatures

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

A. Fahl

08/17/2005

__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 1,171.3881 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account and 3,731.2252 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account.
Registrant disposed of 1,274.9040 units of common stock indirectly held in his Modine Stock Fund account (formerly known as ESOP)
- (2) pursuant to a diversification election made under the Internal Revenue Code. The transaction was pursuant to an irrevocable commitment to sell made by the reporting person to the Modine Stock Fund trustee.
This option was previously reported as an option for 3,000 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
- (3) 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.
- (4) This option was previously reported as an option for 4,000 shares of common stock at an exercise price of \$33.9375 per share. See footnote 3 for explanation.
- (5) This option was previously reported as an option for 5,000 shares of common stock at an exercise price of \$33.2500 per share. See footnote 3 for explanation.
- (6) This option was previously reported as an option for 5,000 shares of common stock at an exercise price of \$25.00 per share. See footnote 3 for explanation.
- (7) This option was previously reported as an option for 6,000 shares of common stock at an exercise price of \$22.78 per share. See footnote 3 for explanation.
- (8) This option was previously reported as an option for 4,800 shares of common stock at an exercise price of \$29.17 per share. See footnote 3 for explanation.
- (9) This option was previously reported as an option for 4,160 shares of common stock at an exercise price of \$31.57 per share. See footnote 3 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.