Edgar Filing: MODINE MANUFACTURING CO - Form 4

MODINE MANUFACTURING CO

Form 4

February 13, 2008

FORM 4

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

OMB Number:

3235-0287 January 31,

0.5

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

OMB APPROVAL

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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 Departing Da

1. Name and Address of Reporting Person 2 ZAKOS DEAN R			Symbol	or Name and Ticker or Trading NE MANUFACTURING CO	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(Last) 1500 DEKO	, ,		f Earliest Transaction Day/Year) 2008	Director 10% Owner Other (specify below) below) VP, Gen. Counsel & Secretary			
(Street) RACINE, WI 53403				endment, Date Original nth/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			
	(City)		(Zip) Tab	le I - Non-Derivative Securities Ac	Person quired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
	Common stock	02/11/2008		A $\frac{3,778}{(1)}$ A $\frac{\$}{13.33}$	51,731 <u>(2)</u> D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercise Expiration Date (Month/Day/Y	e	7. Title and a Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 13.33	02/11/2008		A	11,296	02/11/2008	02/11/2018	Common stock	11,296

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ZAKOS DEAN R 1500 DEKOVEN AVE. RACINE, WI 53403

VP, Gen. Counsel & Secretary

Signatures

Dean R. Zakos 02/13/2008

**Signature of Person Date

**Reporting Person

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 stock award will vest in four annual installments starting on 2/11/09.
- This total includes 8,712 units of Modine common stock held in the Reporting Person?s Modine 401(k) Retirement Plan account and 769 units of Modine common stock held in the Reporting Person?s Deferred Compensation Plan account.

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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