

Edgar Filing: MODINE MANUFACTURING CO - Form 4

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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee stock option (right to buy) | \$ 28.5 | 11/10/2004 | | M/K | 3,000 | 01/18/1995 01/18/2005 | Modine common stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FAHL GARY A | | | Enviro nm, Health & Safety Officer | |

Signatures

/s/D. R. Zakos, Attorney-in-Fact for G.
 A. Fahl 11/12/2004
 **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 1,051.8655 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account (64.0817 units were purchased between 5/11/04 and 11/03/04 at various prices) and 4,931.7268 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account (28.9814 shares were purchased on 9/02/04 before the ESOP account became a unitized stock fund account at the end of September. The conversion was based on 1 share equals 1.185058 units).
- 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.