

MODINE MANUFACTURING CO

Form 4

August 09, 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 *
HARPER CARLTON 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)
08/04/2005

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Information Officer

(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)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Modine common stock	08/05/2005		M	2,128	A \$ 24.4056	0	D
Modine common stock	08/04/2005		S	2,128	D \$ 37	25,373.891 (1)	D

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

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(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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option	\$ 33.1306					01/21/1998 01/21/2008	Modine common stock 3,073
Employee stock option	\$ 32.4594					01/20/1999 01/20/2009	Modine common stock 5,122
Employee stock option	\$ 24.4056	08/04/2005		M	2,128	01/19/2000 01/19/2010	Modine common stock 2,128
Employee stock option	\$ 18.0894					01/06/2003 01/06/2013	Modine common stock 8,194
Employee stock option	\$ 30.8194					01/18/2005 01/18/2015	Modine common stock 7,119

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HARPER CARLTON C	Chief Information Officer

Signatures

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

08/09/2005

____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 1,363.9502 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 761.4411 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 872.0510 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 3,000 shares of common stock at an exercise price of \$33.9375 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 5,000 shares of common stock at an exercise price of \$33.25 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 \$25.00 per share. See footnote 2 for explanation.
- (5) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$29.17 per share. See footnote 2 for explanation.
- (6) This option was previously reported as an option for 6,950 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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