

Schwab Holger
 Form 4
 December 15, 2017

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 *
 Schwab Holger

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)
 ARTHUR-B.-MODINE-STRASSE 1
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/14/2017

____ Director ____ 10% Owner
 ___X___ Officer (give ____ Other (specify title below) below)
 VP, VTS

FILDERSTADT-BONLANDEN, 2M D-70794
 (City) (State) (Zip)

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

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			
Common stock	12/14/2017		M	4,638 A \$ 14.94	47,225	D	
Common stock	12/14/2017		S	4,638 D \$ 20.1011	42,587	D	
Common stock	12/14/2017		M	3,404 A \$ 11.39	45,991	D	
Common stock	12/14/2017		S	3,404 D \$ 20.1011	42,587	D	
Common stock	12/14/2017		M	3,099 A \$ 10	45,686	D	

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Common stock 12/14/2017 S 3,099 D \$ 20.1011 42,587 D

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

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(9-02)

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 (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. Amount or Number of Shares
Employee stock option	\$ 14.94	12/14/2017		M	4,638	⁽¹⁾ 06/02/2024	Common stock	4,638
Employee stock option	\$ 11.39	12/14/2017		M	3,404	⁽²⁾ 06/02/2025	Common stock	3,404
Employee stock option	\$ 10	12/14/2017		M	3,099	⁽³⁾ 05/31/2026	Common stock	3,099

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Schwab Holger
ARTHUR-B.-MODINE-STRASSE 1
FILDERSTADT-BONLANDEN, 2M D-70794

VP, VTS

Signatures

Michael B. Lucareli, Attorney
in Fact

12/15/2017

 **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 option vests in four equal installments on June 2, 2015, 2016, 2017, and 2018.

(2) This option vests in four equal installments on June 2, 2016, 2017, 2018, and 2019.

(3) This option vests in four equal installments on May 31, 2017, 2018, 2019, and 2020.

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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