

MODINE MANUFACTURING CO
Form 4
August 31, 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 *
INCROPERA FRANK P

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)
08/31/2005

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

257 FITZPATRICK HALL, UNIVERSITY OF NOTRE DAME

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NOTRE DAME, IN 46556

(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 (Instr. 4)
				(A) or (D)	Price		
Modine common stock	08/31/2005		F	1,267 (1)	\$ 35.55	2,033	D

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

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SEC 1474 (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)	8. P. Derivative Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 26.4801					09/15/1999	09/15/2009			Modine common stock	15,365 (2)
Employee stock option	\$ 27.3343					07/19/2000	07/19/2010			Modine common stock	2,049 (3)
Employee stock option	\$ 20.9595					07/17/2002	07/17/2012			Modine common stock	18,438 (4)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

INCROPERA FRANK P
257 FITZPATRICK HALL
UNIVERSITY OF NOTRE DAME
NOTRE DAME, IN 46556

X

Signatures

/s/D. R. Zakos, Attorney-in-Fact for Frank P.
Incropera

08/31/2005

**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) Shares disposed of in private transaction to issuer to cover tax withholding.

(2) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$27.1250 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

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adjusted to retain their intrinsic value.

- (3) This option was previously reported as an option for 2,000 shares of common stock at an exercise price of \$28.00 per share. See footnote 2 for further explanation.
- (4) This option was previously reported as an option for 18,000 shares of common stock at an exercise price of \$21.47 per share. See footnote 2 for further 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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