

Wollenberg Scott D  
Form 3  
July 03, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Wollenberg Scott D		(Month/Day/Year)	MODINE MANUFACTURING CO [MOD]	
(Last)	(First)	(Middle)	07/01/2012	
1500 DEKOVEN AVE.			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
RACINE, WI 53403			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Regional VP - North America	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock	25,731 <sup>(1)</sup>	D	
Common stock	1,500	I	Shares are held for the account of the reporting person's children

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee stock option (right to buy)	01/18/2005	01/18/2015	Common stock	1,245	\$ 30.82	D	Â
Employee stock option (right to buy)	01/17/2006	01/17/2016	Common stock	1,215	\$ 32.61	D	Â
Employee stock option (right to buy)	01/16/2007	01/16/2017	Common stock	1,200	\$ 27.22	D	Â
Employee stock option (right to buy)	02/11/2008	02/11/2018	Common stock	2,000	\$ 13.33	D	Â
Employee stock option (right to buy)	06/09/2009	06/09/2019	Common stock	5,594	\$ 5.01	D	Â
Employee stock option (right to buy)	06/11/2010	06/11/2020	Common stock	4,414	\$ 9.26	D	Â
Employee stock option (right to buy)	07/21/2011	07/21/2021	Common stock	2,946	\$ 14.93	D	Â
Employee stock option (right to buy)	06/05/2012	06/05/2022	Common stock	11,474	\$ 5.75	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wollenberg Scott D 1500 DEKOVEN AVE. RACINE, WI 53403	Â	Â	Â Regional VP - North America	Â

## Signatures

Margaret C. Kelsey, Attorney  
in Fact

07/03/2012

\*\*Signature of Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 915 units owned through the Modine 401(k) Retirement Plan. Each unit consists of Modine common stock and cash components.

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.