

MODINE MANUFACTURING CO
Form 4
August 01, 2005

FORM 4

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

OMB APPROVAL

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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 *
HETRICK ROGER L

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)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2005

____ Director
 Officer (give title below) _____ Other (specify below)
VP, Human Resources

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Modine common stock	07/28/2005		S		5,698	D	\$ 35.881 0
Modine common stock	07/28/2005		M		999	A	\$ 24.6497 0
Modine common stock	07/28/2005		M		3,585	A	\$ 24.4056 0
Modine common	07/28/2005		S		999	D	\$ 35.96 0

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stock

Modine
common stock 07/28/2005 S 3,585 D \$ 35.96 28,994.1635⁽¹⁾ D
stock

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

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee stock option	\$ 24.6497	07/28/2005		M	999	01/15/1997 01/15/2007	Modine common stock	999
Employee stock option	\$ 33.1306					01/21/1998 01/21/2008	Modine common stock	7,683
Employee stock option	\$ 32.4594					01/20/1999 01/20/2009	Modine common stock	7,682
Employee stock option	\$ 24.4056	07/28/2005		M	3,585	01/20/2000 01/20/2010	Modine common stock	3,585
Employee stock option	\$ 22.6972					01/17/2001 01/17/2011	Modine common stock	7,683
Employee stock option	\$ 22.2384					01/16/2002 01/16/2012	Modine common stock	10,244
Employee stock options	\$ 18.0894					01/06/2003 01/06/2013	Modine common stock	5,736

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