

MODINE MANUFACTURING CO

Form 4

January 08, 2003

FORM 4

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549

STATEMENT OF CHANGES IN
BENEFICIAL OWNERSHIP

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

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subject to
Section 16. Form
4 or
Form 5
obligations may
continue.
See Instruction
1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting to Issuer (Check all applicable)					
Rayburn, D. B.			Modine Manufacturing Company - MODI			☐ Director ☐ 10% Owner ☒ Officer (give title below) ☐ Other (specify below)					
						President and Chief Operating Officer					
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Day/Year					
Modine Manufacturing Company			161-40-6176			1/6/03					
1500 DeKoven Avenue						5. If Amendment, Date of Original (Month/Day/Year)					
(Street)						☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person					
Racine WI 53403											
(City)	(State)	(Zip)	Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1. Title of Security (Instr. 3)			2. Transaction Date		2A. Deemed Execution Date, if any	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned (D) or	6. Ownership Form: Directly Owned (D) or	7. Ownership Form: Indirectly Owned (I) or

	(Month/ Day/ Year)	(Month/ Day/ Year)	Code V	Amount	(A) or (D)	Price	Followed Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)	Indirect Transaction(s) (Instr. 4)
Common Stock, \$0.625 Par	1/6/03		A	15,000	A	-0-		
	(1)		J ⁽¹⁾	143.6106	A	(1)		
	(2)		J ⁽²⁾	80.2051	A	(2)		
	(3)		J ⁽³⁾	403.6841	A	6,028.7681	(4)(5)(6)	D
(1) The acquisition of 143.6106 shares were made from 4/1/02 thru 1/06/03 at prices ranging from \$18.96 to \$27.15 per share through the Modine Employee Stock Ownership Plan (ESOP), which Plan is a Rule 16b-3 Plan. (2) The reported securities of 80.2051 Modine Common Stock Fund Units (Modine 401(k) Retirement Plan) were purchased from 4/1/02 thru 1/06/03 at prices ranging from \$16.44 to \$29.01 per Unit. Each Unit consists of Modine common stock and cash components. (3) The reported securities of 403.6841 Modine Common Stock Fund Units (Modine Deferred Compensation Plan) were purchased from 4/1/02 thru 1/06/03 at prices ranging from \$16.44 to \$29.01 per Unit. Each Unit consists of Modine common stock and cash components. (4) Includes 8,216.9954 shares owned thru the ESOP. (5) Includes 2,293.1554 Units owned thru the Modine 401(k) Retirement Plan. Each Unit consists of Modine common stock and cash components. (6) Includes 4,950.6173 Units owned thru the Modine Deferred Compensation Plan. Each Unit consists of Modine common stock and cash components.								
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).								
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.							(Over) SEC 1474 (9-02)	

FORM 4 (continued)	Table II — Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deri- vative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr.8)		5. Number of Deriv- ative Securities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4 and 5)		6. Date Exer- cisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri- or of Deri- vative Sec- urity (In- 5)
				Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	
Options with tandem tax withholding rights	\$18.25	1/20/93		A		5,479		1/20/ 1993	1/20 2003	Common Stock	5,479	
Options with tandem tax withholding rights	\$30.00	1/19/94		A		10,000		1/19/ 1994	1/19 2004	Common Stock	10,000	
Options with tandem tax withholding rights	\$28.50	1/18/95		A		11,000		1/18 1995	1/18/ 2005	Common Stock	11,000	
Options with tandem tax withholding rights	\$22.75	1/17/96		A		15,000		1/17/ 1996	1/17/ 2006	Common Stock	15,000	
Options with tandem tax withholding rights	\$25.25	1/15/97		A		15,000		1/15/ 1997	1/15/ 2007	Common Stock	15,000	
Options with tandem	\$33.9375	1/21/98		A		15,000		1/21/ 1998	1/21/ 2008	Common Stock	15,000	

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tax withholding rights												
Options with tandem tax withholding rights	\$33.25	1/20/99		A		20,000		1/20/1999	1/20/2009	Common Stock	20,000	
Options with tandem tax withholding rights	\$25.00	1/19/00		A		25,000		1/19/2000	1/19/2010	Common Stock	25,000	
Options with tandem tax withholding rights	\$23.25	1/17/01		A		25,000		1/17/2001	1/17/2011	Common Stock	25,000	
Options with tandem tax withholding rights	\$22.78	1/16/02		A		40,000		1/16/2002	1/16/2012	Common Stock	40,000	
Options with tandem tax withholding rights	\$18.53	1/06/03		A		22,400		1/06/2003	1/06/2013	Common Stock	22,400	

Explanation of Responses:

The plans under which these options were granted, which complies with Rule 16b-3, allows for the provision of tax withholding rights.

The Reporting Person is a participant in the Modine Employee Stock Ownership Plan (ESOP), Modine Common Stock Fund Units and the Modine Manufacturing Company Pension Trusts. The entities (with the exception of the Modine Common Stock Fund) are also Reporting Persons pursuant to Section 16(a) and files separate statements. Shares held by the Reporting Person in the Plan or Trust are reported on this Statement and on statements filed by the Plan.

s/D. B. Rayburn

January 8, 2003

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

**Signature of Reporting Person

Date

See

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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