

MODINE MANUFACTURING CO
 Form 4
 September 07, 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 *
DOYLE RICHARD J

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)
10150 ABBOTTSHIRE VILLAGE PLACE
 (Street)
POWELL, OH 43065
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
09/06/2005

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

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

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)
				Code	V Amount or Price			
Modine common stock	09/06/2005		M	231	A \$ 28.8669	0	D	
Modine common stock	09/06/2005		M	1,024	A \$ 27.3343	0	D	
Modine common stock	09/06/2005		M	18,207	A \$ 28.8669	0	D	
Modine common stock	09/06/2005		F	14,999	D \$ 35.04	19,463	D	

common
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			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	or Disposed of (D)		Date Exercisable	Expiration Date		Amount or Number of Shares
Employee stock option	\$ 33.7407							07/15/1998	07/15/2008	Modine common stock	15,365
Employee stock option	\$ 27.3343	09/06/2005		M		1,024		07/19/2000	07/19/2010	Modine common stock	1,024
Employee stock option	\$ 28.8669	09/06/2005		M		18,438		07/18/2001	07/18/2011	Modine common stock	18,438
Employee stock option	\$ 29.7846							07/21/2004	07/21/2014	Modine common stock	18,438

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DOYLE RICHARD J
10150 ABBOTTSHIRE VILLAGE PLACE X
POWELL, OH 43065

Signatures

/s/D. R. Zakos, Attorney-in-Fact for R. J.
Doyle

09/07/2005

__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) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$34.5625 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 adjusted to retain their intrinsic value.
- (2) This option was previously reported as an option for 18,000 shares of common stock at an exercise price of \$30.51 per share. See footnote 1 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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