

MODINE MANUFACTURING CO
Form 4
January 17, 2007

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 *
RULSEH JAMES R

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)
1500 DEKOVEN AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/16/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Regional Vice President - Asia

RACINE, WI 53403

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Modine common stock	01/16/2007		A		2,828 (3)	A	\$ 27.22 0 D
Modine common stock	01/06/2007		F		740 (2)	D	\$ 24.86 33,218.3917 (1) D

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

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(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)	Amount or Number of Shares
Employee stock option	\$ 27.22	01/16/2007		A	8,248	01/16/2007 01/16/2017	Modine common stock	8,248

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RULSEH JAMES R 1500 DEKOVEN AVENUE RACINE, WI 53403			Regional Vice President - Asia	

Signatures

/s/D.R. Zakos, Attorney-in-Fact for J. R. Rulseh
Date: 01/17/2007

__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).

This total includes 954.7215 units of Modine common stock indirectly held in the Reporting Person's Modine 401(k) Retirement Plan

(1) account, 254.2845 units of Modine common stock indirectly held in the Reporting Person's Modine Deferred Compensation Plan account and 8.1686 units of Modine common stock indirectly held in the Reporting Person's Modine Stock Fund account.

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

(3) These restricted shares will vest in four annual installments starting on 1/16/2008

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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