

MODINE MANUFACTURING CO

Form 4

July 29, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KELSEY MARGARET C

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)

3. Date of Earliest Transaction
(Month/Day/Year)
07/27/2005

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Sr.Counsel and Asst. Secretary

(Street)

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	(A) or (D)	Price
Modine common stock	07/27/2005		A		0.1689	A	\$ 38.1189
							9,986.9669 (1)
						D	

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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

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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)	8. Pr Deri Secu (Inst
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 25.1988					04/02/2001	04/02/2011	Modine common stock	3,073
Employee stock option	\$ 22.2384					01/16/2002	01/16/2012	Modine common stock	6,146
Employee stock option	\$ 18.0894					01/06/2003	01/06/2013	Modine common stock	3,442
Employee stock option	\$ 28.4764					01/20/2004	01/20/2014	Modine common stock	4,916
Employee stock option	\$ 30.8194					01/18/2005	01/18/2015	Modine common stock	4,261

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELSEY MARGARET C			Sr.Counsel and Asst. Secretary	

Signatures

/s/D. R. Zakos, Attorney-in-Fact for M. C.
Kelsey

07/29/2005

__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 total includes 792.6488 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account and 321.3545 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account.
- (2) This option was previously reported as an option for 3,000 shares of common stock at an exercise price of \$25.8125 per share, but was adjusted to reflect the stock dividend declared by Modine on July 20, 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.
- (3) This option was previously reported as an option for 6,000 shares of common stock at an exercise price of \$22.78 per share. See footnote 2 for explanation.
- (4) This option was previously reported as an option for 3,360 shares of common stock at an exercise price of \$18.53 per share. See footnote 2 for explanation.
- (5) This option was previously reported as an option for 4,800 shares of common stock at an exercise price of \$29.17 per share. See footnote 2 for explanation.
- (6) This option was previously reported as an option for 4,160 shares of common stock at an exercise price of \$31.57 per share. See footnote 2 for 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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