



**Edgar Filing: MODINE MANUFACTURING CO - Form 4**

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPIEWAK DAVE B				Treasurer

## Signatures

/s/D. R. Zakos, Attorney-in-Fact for D. B. Spiewak 11/19/2004

\_\_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 1,061.0525 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account (73.0919 units were purchased between 5/11/04 and 11/17/04 at various prices), 314.9717 units of Modine common stock indirectly held (1) in the Registrant's Modine Deferred Compensation Plan account and 159.4829 units of Modine common stock indirectly held in the Modine Stock Fund account (the former ESOP stock-based Plan was converted into a unitized Plan at the end of September 2004 at a conversion basis of 1 share equals 1.185058 units).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.