

MODINE MANUFACTURING CO
 Form 4
 August 02, 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 *
HETRICK ROGER L

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)
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Human Resources

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)	(A) or (D)	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	Price		
Modine common stock	07/29/2005		M		66	\$ 24.6497	0	D
Modine common stock	07/29/2005		M		3,277	\$ 22.6972	0	D
Modine common stock	07/29/2005		M		5,748	\$ 22.2384	0	D
Modine common	07/29/2005		M		209	\$ 22.2384	0	D

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stock

Modine common stock	07/29/2005	S	66	D	\$ 35.9093	0	D
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Modine common stock	07/29/2005	S	3,277	D	\$ 35.9093	0	D
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Modine common stock	07/29/2005	S	5,748	D	\$ 35.9093	0	D
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Modine common stock	07/29/2005	S	209	D	\$ 35.9093	28,994.1635 <u>(1)</u>	D
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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 required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option	\$ 24.6497	07/29/2005		M	66	01/15/1997 01/15/2007	Modine common stock 66
Employee stock option	\$ 22.6972	07/29/2005		M	3,277	01/17/2001 01/17/2011	Modine common stock 3,277
Employee stock option	\$ 22.2384	07/29/2005		M	5,748	01/16/2002 01/16/2012	Modine common stock 5,748
Employee stock	\$ 18.0894	07/29/2005		M	209	01/06/2003 01/06/2013	Modine common 209

option

stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HETRICK ROGER L			VP, Human Resources	

Signatures

/s/D. R. Zakos, Attorney-in-Fact for R. L. Hetrick	08/02/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 89,3008 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account,
- (1) 1,412.8504 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 2,627.6810 shares held through Modine's DRIP account.

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.