#### MODINE MANUFACTURING CO

Form 4

January 18, 2005

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, 2005

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Estimated average burden hours per response... 0.5

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

	Address of Reporting RE ROBERT S	Symbol	er Name <b>and</b> Ticker or Trading NE MANUFACTURING CO ]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  Director 10% Owner Other (specify below)  Corporate Controller  6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person			
(Last)	(First) (N		of Earliest Transaction Day/Year) 2005				
(City)	(Street)	Filed(Mo	endment, Date Original onth/Day/Year)				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	141	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or	Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Modine common stock	01/16/2005		F 78 (1) D \$ 31.35	21,954.5244 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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

#### 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. Transactic Code (Instr. 8)	of		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr	
					4, and 5)	Date	Expiration		Amount	
				Code V	(A) (D)	Exercisable	Date	Title	Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**BULLMORE ROBERT S** 

Corporate Controller

## **Signatures**

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

Bullmore 01/18/2005

\*\*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) Shares disposed of in private transaction to issuer to cover tax withholding.

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.

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