

MODINE MANUFACTURING CO
 Form 4
 July 29, 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 *
KATZFEY CHARLES 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)
 (Street)

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

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

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	10.9033 A \$ 38.1889	40,658.0922 (1)	D	

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

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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. P. Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 24.6497					01/15/1997	01/15/2007	Modine common stock	8,194
Employee stock option	\$ 33.1306					01/21/1998	01/21/2008	Modine common stock	8,185
Employee stock option	\$ 32.4594					01/20/1999	01/20/2009	Modine common stock	8,195
Employee stock option	\$ 24.4056					01/19/2000	01/19/2010	Modine common stock	12,292
Employee stock option	\$ 22.6972					01/17/2001	01/17/2011	Modine common stock	15,366
Employee stock option	\$ 22.2384					01/16/2002	01/16/2012	Modine common stock	20,487
Employee stock option	\$ 18.0894					01/06/2003	01/06/2013	Modine common stock	11,472
Employee stock option	\$ 28.4764					01/20/2004	01/20/2014	Modine common stock	12,292
Employee stock option	\$ 30.8194					01/18/2005	01/18/2015	Modine common stock	10,653

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KATZFEY CHARLES R

Group Vice President

Signatures

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

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 1,045.1465 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 1,670.1239 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account, 4,071.9412 units of Modine common stock indirectly held in the Reigstrant's Modine Stock Fund account and 4,264.1420 shares held through Modine's DRIP account.

(2) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$25.25 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 8,000 shares of common stock at an exercise price of \$33.9375 per share. See footnote 2 for explanation.

(4) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$33.25 per share. See footnote 2 for explanation.

(5) This option was previously reported as an option for 12,000 shares of common stock at an exercise price of \$25.00 per share. See footnote 2 for explanation.

(6) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$23.25 per share. See footnote 2 for explanation.

(7) This option was previously reported as an option for 20,000 shares of common stock at an exercise price of \$22.78 per share. See footnote 2 for explanation.

(8) This option was previously reported as an option for 11,200 shares of common stock at an exercise price of \$18.53 per share. See footnote 2 for explanation.

(9) This option was previously reported as an option for 12,000 share of common stock at an exercise price of \$29.17 per share. See footnote 2 for explanation.

(10) This option was previously reported as an option for 10,400 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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