

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
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARPER CARLTON C			Chief Information Officer	

Signatures

/s/D.R. Zakos, Attorney-in-Fact for C.C. Harper
 04/11/2006
 **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) Registrant transferred stock out of his DCP account. Notice of such a transaction was given before the trading window closed.
- (2) This total includes 324.7231 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account (1,145.4006 units diversified on 2/22/2006), 117,8014 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account (708.1241 units diversified on 4/03/2006) and 0.0 units indirectly held in the Registrant's Modine Stock Fund account (906.5637 units diversified on 2/28/2006).

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.