## Edgar Filing: MODINE MANUFACTURING CO - Form 4

MODINE M Form 4 July 23, 2013	ANUFACTURI 3	NG CO										
FORM	14								OMB AF	PROVAL		
-	UNITED	Washington, D.C. 20549							OMB Number:	3235-0287		
Check thi if no long	-								Expires:	January 31, 2005		
subject to Section 1	<b>51A1E</b> 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								Estimated average burden hours per		
Form 4 or Form 5		remant to 9	Section 1	5(a) of th	e Securit	ies F	vehang	e Act of 1934,	response	0.5		
obligation may conti <i>See</i> Instru 1(b).	inue. Section 17	(a) of the l	Public Ut		ling Con	npany	y Act of	1935 or Section	1			
(Print or Type R	Responses)											
McBurney Matthew J Symbol MODII			Symbol	INE MANUFACTURING CO				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	Middle)		Forderst Tr	oncostion			Director	10%	Owner		
1500 DEKOVEN AVE.         (Month/D 07/21/20           (Street)         4. If Ameri			Date of Earliest Transaction onth/Day/Year) /21/2013			Difference (give title Other (specify below) below) VP, Commercial Products Group						
			Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
RACINE, W	VI 53403							Form filed by M Form filed by M Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of,	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any		3. Transactio Code (Instr. 8) Code V	4. Securi on(A) or Di (Instr. 3, Amount	(A) or	d of (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)			
Common stock	07/21/2013			F	94 <u>(1)</u>	D	\$ 11.99	15,571 <u>(2)</u>	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.

 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)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
McBurney Matthew J 1500 DEKOVEN AVE. RACINE, WI 53403			VP, Commercial Products Group				
Signatures							
Margaret C. Kelsey, Attorney in Fact	Kelsey, Attorney		07/23/2013				

\*\*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 a private transaction to cover tax withholding.

(2) This total includes 320 units of Modine common stock held in the Reporting Person's Modine 401(k) Retirement Plan 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.