Edgar Filing: Marry Thomas F - Form 4

Marry Thom Form 4 June 05, 201											
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check the if no long					~~ .			Expires:	January 31, 2005		
subject to Section 16. Form 4 or			F CHANGES IN BENEFICIAL OWN SECURITIES					ERSHIP OF	Estimated average burden hours per		
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a) of the l	Public U		ling Com	ipany	Act of	e Act of 1934, 1935 or Section 0		0.5	
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> Marry Thomas F			2. Issuer Name and Ticker or Trading Symbol MODINE MANUFACTURING CO					5. Relationship of Reporting Person(s) to Issuer			
		[MOD]					(Check all applicable)				
(3. Date of Earliest Transaction (Month/Day/Year) 06/01/2018					Director 10% Owner X Officer (give title Other (specify below) below) Exec VP & COO			
(Street) 4.				4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
RACINE, W	VI 53403			nth/Day/Year	-			Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Per	rson	
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative S	Securi	ties Acqu	iired, Disposed of,	or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	tle of 2. Transaction Date 2A. Deemed urity (Month/Day/Year) Execution Date, if		Code (Instr. 3, 4 and 5) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common stock	06/01/2018			F	2,713 (1)	D	\$ 18.15	231,116 (2)	D		
Common stock	06/02/2018			F	5,874 (1)	D	\$ 18.15	225,242 <u>(2)</u>	D		
Common stock	06/02/2018			А	40,285 (3)	A	\$0	265,527 <u>(2)</u>	D		
Common stock	06/02/2018			F	18,733 (1)	D	\$ 18.15	246,794 <u>(2)</u>	D		

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

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 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)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Re		
	Director	10% Owner	Officer	Other
Marry Thomas F 1500 DEKOVEN AVE. RACINE, WI 53403			Exec VP & COO	
Signatures				
Sylvia A. Stein, Attorney in Fact	06	5/05/2018		

Date

**Signature of Reporting Person

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 937 units of Modine common stock held in the Reporting Person's Modine 401(k) Retirement Plan account.

The performance period for Performance Stock under the long-term incentive compensation plan initiated in June 2015 terminated in calendar 2018. The amount of the award varied based upon the achievement of Threshold, Target or Maximum levels. Under that plan, the Company used two measures to determine the payouts: Three-Year Average ROACE ("ROACE") and Annual Revenue Growth. The

(3) The company used two measures to determine the payous. The payous three real Average ROACE (ROACE) and Annual Revenue Growth as 13.8%, both of which exceeded the Threshold level for those performance measures. As a result, in accordance with the long-term incentive compensation plan, the Company issued shares of unrestricted stock at approximately 138% of the Target.

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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