

McBurney Matthew J
Form 4
March 07, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McBurney Matthew J

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)

1500 DEKOVEN AVE.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP, Strat Planning and Dev

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

RACINE, WI 53403

(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 | |
| Common stock | 03/06/2019 | | M | | 3,788 | A | \$ 10 | 50,343 <u>(1)</u> D |
| Common stock | 03/06/2019 | | S | | 3,788 | D | \$ 14.7464 | 46,555 <u>(1)</u> D |
| Common stock | 03/06/2019 | | M | | 1,200 | A | \$ 10.4 | 47,755 <u>(1)</u> D |
| Common stock | 03/06/2019 | | S | | 1,200 | D | \$ 14.7024 | 46,555 <u>(1)</u> D |

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

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(9-02)

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) | 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. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
| Employee stock option | \$ 10 | 03/06/2019 | | M | 3,788 | (2) 05/31/2026 | Common stock | 3,788 |
| Employee stock option | \$ 10.4 | 03/06/2019 | | M | 1,200 | (3) 06/03/2023 | Common stock | 1,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| McBurney Matthew J 1500 DEKOVEN AVE. RACINE, WI 53403 | VP, Strat Planning and Dev |

Signatures

Sylvia A. Stein, Attorney
in Fact 03/07/2019

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

(2) This option vests in four equal installments on May 31, 2017, 2018, 2019, and 2020.

(3) This option vested in four equal installments on June 3, 2014, 2015, 2016, and 2017.

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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