#### MODINE MANUFACTURING CO

Form 4

August 01, 2005

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB 3235-0287

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**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * HETRICK ROGER L |                                      |   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol MODINE MANUFACTURING CO [MOD]       |   |  |       |   |  | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)  |  |   |  |
|---|--------------------------------------|---|--|---|--|-------|---|--|--|--|---|--|
| (Last)  | (First)                              | (Middle)  | of Earliest Transaction<br>n/Day/Year)<br>/2005  |   |  |       |   | Director 10% Owner X Officer (give title Other (specify below) VP, Human Resources   |  |  |   |  |
|   | (Street)                             |   | mendment, Date Original<br>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 |  |  |   |  |
| (City)  | (State)                              | (Zip)   | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |  |       |   |  |  |  | y Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3)                      | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) |  | 3. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price |  |       |   |  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Modine<br>common<br>stock                                 | 07/28/2005                           |   |  | S   |  | 5,698 | D | \$ 35.881  | 0  | D  |   |  |
| Modine<br>common<br>stock                                 | 07/28/2005                           |   |  | M   |  | 999   | A | \$<br>24.6497  | 0  | D  |   |  |
| Modine<br>common<br>stock                                 | 07/28/2005                           |   |  | M   |  | 3,585 | A | \$<br>24.4056  | 0  | D  |   |  |
| Modine common   | 07/28/2005                           |   |  | S   |  | 999   | D | \$ 35.96   | 0  | D  |   |  |

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stock

Modine common 07/28/2005 S 3,585 D \$35.96 (1) (1)

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) |  |        | orof D<br>Secu<br>Acqu<br>(A) o<br>Disp<br>(D) | or cosed of r. 3, 4, | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                     |
|---|---|--------------------------------------|--|--------|--|----------------------|--|--------------------|---|-------------------------------------|
|   |   |                                      |  | Code V | (A)  | (D)                  | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Employee stock option                               | \$ 24.6497  | 07/28/2005                           |  | M      |  | 999                  | 01/15/1997   | 01/15/2007         | Modine<br>common<br>stock                                     | 999                                 |
| Employee stock option                               | \$ 33.1306  |                                      |  |        |  |                      | 01/21/1998   | 01/21/2008         | Modine<br>common<br>stock                                     | 7,683                               |
| Employee stock option                               | \$ 32.4594  |                                      |  |        |  |                      | 01/20/1999   | 01/20/2009         | Modine<br>common<br>stock                                     | 7,682                               |
| Employee stock option                               | \$ 24.4056  | 07/28/2005                           |  | M      |  | 3,585                | 01/20/2000   | 01/20/2010         | Modine<br>common<br>stock                                     | 3,585                               |
| Employee stock option                               | \$ 22.6972  |                                      |  |        |  |                      | 01/17/2001   | 01/17/2011         | Modine<br>common<br>stock                                     | 7,683                               |
| Employee stock option                               | \$ 22.2384  |                                      |  |        |  |                      | 01/16/2002   | 01/16/2012         | Modine<br>common<br>stock                                     | 10,244                              |
| Employee stock options                              | \$ 18.0894  |                                      |  |        |  |                      | 01/06/2003   | 01/06/2013         | Modine<br>common<br>stock                                     | 5,736                               |

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**Employee** Modine stock \$ 28.4764 01/20/2004 01/20/2014 common 8,194 option stock Employee Modine stock \$ 30.8194 01/18/2005 01/18/2015 common 7,119 option stock

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

HETRICK ROGER L

VP, Human Resources

## **Signatures**

/s/D. R. Zakos, Attorney-in-Fact for R. L.
Hetrick
08/01/2005

\*\*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).
- This total includes 89.3008 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 1,412.8504 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 2,627.6810 shares of Modine common stock held through Modine's DRIP account.
- This option was previously reported as an option for 5,000 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 21, 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 7,500 shares of common stock at an exercise price of \$33.9375 per shares. See footnote 2 for explanation.
- (4) This option was previously reported as an option for 7,500 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 7,500 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 7,500 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 10,000 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 5,600 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 8,000 shares 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 6,950 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.

Reporting Owners 3

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