

MODINE MANUFACTURING CO

Form 4

August 01, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RULSEH JAMES R

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 AVENUE

(Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
07/29/2005

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

Group Vice President

RACINE, WI 53403

(City) (State) (Zip)

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

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

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
Modine common stock	07/29/2005		S		1,922.5186 (1)	D	\$ 42.2151
							38,255.1979 (2)

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

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 information contained in this form are not
 required to respond unless the form
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SEC 1474
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)**

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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. P Deri Secu (Ins
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 22.2091					01/17/1996 01/17/2006	Modine common stock	8,195
Employee stock option	\$ 24.6497					01/15/1997 01/15/2007	Modine common stock	8,194
Employee stock option	\$ 33.1306					01/21/1998 01/21/2008	Modine common stock	8,195
Employee stock option	\$ 32.4594					01/20/1999 01/20/2009	Modine common stock	8,194
Employee stock option	\$ 24.4056					01/19/2000 01/19/2010	Modine common stock	8,194
Employee stock option	\$ 22.6972					01/17/2001 01/17/2011	Modine common stock	9,219
Employee stock option	\$ 22.2384					01/16/2002 01/16/2012	Modine common stock	20,487
Employee stock option	\$ 18.0894					01/06/2003 01/16/2013	Modine common stock	11,472
Employee stock option	\$ 28.4764					01/20/2004 01/20/2014	Modine common stock	12,292
Employee stock option	\$ 30.8194					01/18/2005 01/18/2015	Modine common stock	10,653

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RULSEH JAMES R 1500 DEKOVEN AVENUE RACINE, WI 53403	Group Vice President

Signatures

/s/D. R. Zakos, Attorney-in-Fact for J. R. Rulseh	08/01/2005
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____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 disposed of 1,922.5186 units of common stock indirectly held in his Modine Stock Fund account (formerly known as ESOP) pursuant to a diversification election made under the Internal Revenue Code. The transaction was pursuant to an irrevocable commitment to sell made by the reporting person to the Modine Stock Fund trustee.
- (2) This total includes 1,559.9887 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 54.4738 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 1,922.5183 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account.
- (3) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$22.75 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.
- (4) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$25.25 per share. See footnote 3 for explanation.
- (5) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$33.9375 per share. See footnote 3 for explanation.
- (6) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$33.25 per shares. See footnote 3 for explanation.
- (7) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$25.00 per share. See footnote 3 for explanation.
- (8) This option was previously reported as an option for 9,000 shares of common stock at an exercise price of \$23.25 per share. See footnote 3 for explanation.
- (9) This option was previously reported as an option for 20,000 shares of common stock at an exercise price of \$22.78 per share. See footnote 3 for explanation.
- (10) This option was previously reported as an option for 11,000 shares of common stock at an exercise price of \$18.53 per share. See footnote 3 for explanation.
- (11) This option was previously reported as an option for 12,000 shares of common stock at an exercise price of \$29.17 per share. See footnote 3 for explanation.
- (12) This option was previously reported as an option for 10,400 shares of common stock at an exercise price of \$31.57 per share. See footnote 3 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. 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.