



Edgar Filing: MODINE MANUFACTURING CO - Form 4

| 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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Employee stock option                      | \$ 25.1988   |                                      |  |                                |   | 04/02/2001 04/02/2011                                    | Modine common stock   | 3,073   |
| Employee stock option                      | \$ 22.2384   |                                      |  |                                |   | 01/16/2002 01/16/2012                                    | Modine common stock   | 6,146   |
| Employee stock option                      | \$ 18.0894   |                                      |  |                                |   | 01/06/2003 01/06/2013                                    | Modine common stock   | 3,442   |
| Employee stock option                      | \$ 28.4764   |                                      |  |                                |   | 01/20/2004 01/20/2014                                    | Modine common stock   | 4,916   |
| Employee stock option                      | \$ 30.8194   |                                      |  |                                |   | 01/18/2005 01/18/2015                                    | Modine common stock   | 4,261   |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                                |       |
|--------------------------------|---------------|-----------|--------------------------------|-------|
|                                | Director      | 10% Owner | Officer                        | Other |
| KELSEY MARGARET C              |               |           | Sr.Counsel and Asst. Secretary |       |

## Signatures

/s/D. R. Zakos, Attorney-in-Fact for M. C. Kelsey 07/29/2005

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).
- (1) This total includes 792.6488 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account and 321.3545 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account.
  - (2) This option was previously reported as an option for 3,000 shares of common stock at an exercise price of \$25.8125 per share, but was adjusted to reflect the stock dividend declared by Modine on July 20, 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 6,000 shares of common stock at an exercise price of \$22.78 per share. *See* footnote 2 for explanation.
  - (4) This option was previously reported as an option for 3,360 shares of common stock at an exercise price of \$18.53 per share. *See* footnote 2 for explanation.
  - (5) This option was previously reported as an option for 4,800 shares of common stock at an exercise price of \$29.17 per share. *See* footnote 2 for explanation.
  - (6) This option was previously reported as an option for 4,160 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. 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.