

Edgar Filing: MODINE MANUFACTURING CO - Form 4/A

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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARPER CARLTON C			Chief Information Officer	

Signatures

/s/D.R. Zakos, Attorney-in-Fact for C.C. Harper
 **Signature of Reporting Person
 01/30/2006
 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 1,420.0753 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account,
- (1) 821.8934 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 906.7352 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account.
 - (2) Shares disposed of in private transaction to issuer to cover tax withholding. Previously filed Form 4 of January 23, 2006 showed an incorrect amount of taxes withheld.

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.