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MODINE MANUFACTURING CO

Form 4

January 21, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

01/17/2009

01/18/2009

01/20/2009

Stock

Stock

Stock

Common

Common

1. Name and Address of Reporting Person * Marry Thomas F		Symbol	er Name and Ti			5. Relationship of Reporting Person(s) to Issuer					
	MODI [MOD	NE MANUF 	FACTU	RINC	(Check all applicable)						
(Last)	(First) (M		of Earliest Trans Day/Year)	Earliest Transaction				Director 10% Owner X Officer (give title Other (specify			
1500 DEKC	01/16/	•			below) below) Regional VP - Asia						
	4. If Am	endment, Date	Original		6. Individual or Joint/Group Filing(Check						
		Filed(Me	onth/Day/Year)				Applicable Line)				
DA CINIE III	H 52.402						_X_ Form filed by One Reporting Person Form filed by More than One Reporting				
RACINE, W						Person					
(City)	(State)	Zip) Tal	ole I - Non-Der	rivative S	Securit	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties Ac	quired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	· · · · · · · · · · · · · · · · · · ·				Securities Form: Direct Indirect				
(Instr. 3)	any (Month/Day/Yo						Beneficially (D) or Beneficia Owned Indirect (I) Ownershi				
		(Wionan Bay) Tear	Day/ 1 cm/ (111str. 6) (111str. 5, 4 mid 5)			·)	Following	(Instr. 4)	(Instr. 4)		
					(A)		Reported				
					or		Transaction(s) (Instr. 3 and 4)				
			Code V	Amount	(D)	Price	(Ilisti. 3 and 4)				
Common Stock	01/16/2009		F 2	22 (1)	D	\$ 3.9	17,852 <u>(2)</u>	D			
Common	01/17/2000		E 1	16 (1)	D	\$ 2 0	17 926 (2)	D			

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

F

F

F

16 (1)

30 (1)

30 (1)

D

D

\$ 3.9 17,836 (2)

\$ 3.9 17,806 (2)

 $17,776 \cdot (2)$

D

D

D

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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)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative Conversion		(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative		•		Securities		(Instr. 3 and 4)	ĺ	Owne		
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIIsti
					4, and 5)						
					4, and 3)						
									Amount		
						Data	Evaluation		or		
						Date Expiration Exercisable Date	Title Number				
							Date	of	of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Marry Thomas F 1500 DEKOVEN AVE. RACINE, WI 53403

Regional VP - Asia

Signatures

Margaret C. Kelsey, Attorney in Fact 01/21/2009

**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) Shares disposed of in a private transaction to cover tax withholding.
- (2) This total includes 939 units of Modine common stock held in the Reporting Person's Modine 401(k) Retirement Plan account and 537 units of Modine common stock held in the Reporting Person's Deferred Compensation Plan account.

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.

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