Schwab Holger Form 4 December 15, 2017

FORM 4

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

OMB Number:

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 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 * Schwab Holger			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
		MODINE MANUFACTURING CO [MOD]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give Other (specify		
ARTHUR-BMODINE-STRASSE 1			12/14/2017	title below) below) VP, VTS		
(Street) FILDERSTADT-BONLANDEN, 2M D-70794			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
			Filed(Month/Day/Year)			

(City)	(State)	(Zip) Table I - Non-Derivative Securi				ies 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. Transactic Code (Instr. 8)		sed of 4 and (A) or	` '	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)
Common stock	12/14/2017		M	4,638	A	\$ 14.94	47,225	D	
Common stock	12/14/2017		S	4,638	D	\$ 20.1011	42,587	D	
Common stock	12/14/2017		M	3,404	A	\$ 11.39	45,991	D	
Common stock	12/14/2017		S	3,404	D	\$ 20.1011	42,587	D	
Common	12/14/2017		M	3,099	A	\$ 10	45,686	D	

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Common stock 12/14/2017 S 3,099 D \$ 20.1011 42,587 D

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

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(9-02)

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

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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		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 Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee stock option	\$ 14.94	12/14/2017		M	4,638	<u>(1)</u>	06/02/2024	Common stock	4,638	
Employee stock option	\$ 11.39	12/14/2017		M	3,404	(2)	06/02/2025	Common stock	3,404	
Employee stock option	\$ 10	12/14/2017		M	3,099	(3)	05/31/2026	Common stock	3,099	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Schwab Holger

ARTHUR-B.-MODINE-STRASSE 1 VP, VTS

ARTHUR-B.-MODINE-STRASSE 1 FILDERSTADT-BONLANDEN, 2M D-70794

Signatures

Michael B. Lucareli, Attorney in Fact 12/15/2017

**Signature of Reporting Person Date

Reporting Owners 2

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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 option vests in four equal installments on June 2, 2015, 2016, 2017, and 2018.
- (2) This option vests in four equal installments on June 2, 2016, 2017, 2018, and 2019.
- (3) This option vests in four equal installments on May 31, 2017, 2018, 2019, and 2020.

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.