Edgar Filing: MODINE MANUFACTURING CO - Form 4

MODINE M Form 4	IANUFACTURI	NG CO									
January 17,	2007										
FORM	ЛД								OMB AF	PPROVAL	
Check this box						COMMISSION	OMB Number:	3235-0287			
if no lon				TOT			Expires:	January 31, 2005			
subject to Section 16. Form 4 or			F CHANGES IN BENEFICIAL OWN SECURITIES					NERSHIP OF	burden hou	Estimated average burden hours per response 0.	
Form 5 obligation may com <i>See</i> Instr 1(b).	ons Section 17((a) of the	Public U		ding Co	npan	y Act of	e Act of 1934, f 1935 or Sectior 40			
(Print or Type	Responses)										
			2. Issuer Name and Ticker or Trading Symbol MODINE MANUFACTURING CO					5. Relationship of Reporting Person(s) to Issuer			
			[MOD]					(Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 01/16/2007					Director 10% Owner XOfficer (give title Other (specify below) below) below) VP & Chief Technology Officer			
				If Amendment, Date Original led(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acc	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr. 3, 4 and 5) (Instr. 8) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Modine common stock	01/16/2007			А	1,815 (1)	А	\$ 27.22	0	D		
Modine common stock	01/06/2007			F	315 <u>(4)</u>	D	\$ 24.86	0	D		
Modine common stock	01/16/2007			F	197 <u>(3)</u>	D	\$ 27.22	28,433.8487 (2)	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. Number onof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock options	\$ 27.22	01/16/2007		А	5,293	01/16/2007	01/16/2017	Modine common stock	5,293

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DEVUONO ANTHONY C			VP & Chief Technology Officer				

Signatures

/s/D.R. Zakos, Attorney-in-fact for A.C. De 01/17/2007 Vuono

**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) These restricted shares will vest in four annual installments starting on 1/16/2008.

This total includes 3,439.8859 units of Modine common stock indirectly held in the Reporting Person's Modine 401(k) Retirement Plan account, 1,712.7222 units of Modine common stock indirectly held in the Reporting Person's Modine Deferred

(2) Compensation Plan account and 2,525.9494 units of Modine common stock indirectly held in the Reporting Person's Modine Stock Fund account.

(3) Shares disposed of in private transaction to issuer to cover tax withholding.

(4) Shares disposed of in private transaction to issuer to cover tax withholding.

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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.