### Edgar Filing: MODINE MANUFACTURING CO - Form 4

| MODINE M<br>Form 4<br>January 17,                                       | IANUFACTURII<br>2007                    | NG CO   |   |  |           |                      |   |  |           |
|---|---|---|---|--|-----------|----------------------|---|--|-----------|
|   |   |   |   |  |           |                      |   | OMB AF   | PROVAL    |
| FORM  | UNITED                                  |   | JRITIES A<br>ashington                    |  |           | NGE (                | COMMISSION  | OMB<br>Number:   | 3235-0287 |
| Check this box<br>if no longer  |   |   |   | IGES IN BENEFICIAL OWNERSHIP O<br>SECURITIES |           |                      |   | Expires: January 3<br>200<br>Estimated average<br>burden hours per   |           |
| Form 4 o<br>Form 5<br>obligatio<br>may con<br><i>See</i> Instr<br>1(b). | Filed pur<br>Filed pur<br>Section 17(   | rsuant to Sectior<br>a) of the Public<br>30(h) of the     | Utility Hol                               | ding Cor                                     | npan      | y Act of             | f 1935 or Section   | response   | 0.5       |
| (Print or Type  | Responses)                              |   |   |  |           |                      |   |  |           |
|   | Address of Reporting                    | Symbo   | INE MAN                                   |  |           | C                    | 5. Relationship of<br>Issuer<br>(Chec   | Reporting Pers   |           |
| (Last)  | (First) (I                              | (Montl  | of Earliest T<br>h/Day/Year)<br>/2007     | ransaction                                   |           |                      | Director<br>X Officer (give<br>below)<br>Regio  |  |           |
|   |   |   | nendment, Date Original<br>onth/Day/Year) |  |           |                      | <ul> <li>6. Individual or Joint/Group Filing(Check<br/>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting<br/>Person</li> </ul> |  |           |
| (City)  | (State)                                 | (Zip) Ta  | able I - Non-I                            | Derivative                                   | Secur     | ities Acq            | uired, Disposed of  | , or Beneficial  | ly Owned  |
| 1.Title of<br>Security<br>(Instr. 3)                                    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, i<br>any<br>(Month/Day/Year | Code<br>(Instr. 8)                        | 4. Securi<br>on(A) or Di<br>(Instr. 3,       | (A)<br>or | d of (D)<br>5)       | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)  | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |           |
| Modine<br>common<br>stock   | 01/16/2007                              |   | A A                                       | Amount<br>2,786                              | (D)<br>A  | Price<br>\$<br>27.22 | 37,514  | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transact:<br>Code<br>(Instr. 8) | 5. Number<br>ionof Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) |  |
|---|---|---|---|---------------------------------------|--|--|--------------------|--|--|
|   |   |   |   | Code V                                | ' (A) (D)  | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>stock<br>options                        | \$ 27.22  | 01/16/2007                              |   | А                                     | 8,127  | 01/16/2007   | 01/16/2017         | Modine<br>common<br>stock  | 8,127                                  |

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## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |                      |       |  |  |  |
|--------------------------------|---------------|-----------|----------------------|-------|--|--|--|
|                                | Director      | 10% Owner | Officer              | Other |  |  |  |
| FELDMANN KLAUS A               |               |           | Regional VP - Europe |       |  |  |  |
| Signatures                     |               |           |                      |       |  |  |  |

# Signatures

| /s/D.R. Zakos, Attorney-in-Fact for K.A.<br>Feldmann | 01/17/2007 |  |
|--|------------|--|
| **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.

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.