



Edgar Filing: MODINE MANUFACTURING CO - Form 4

**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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option                      | \$ 18.09   | 01/29/2007                           |  | M/K                            | 5,527   | 01/06/2003 01/06/2013                                    | Modine common stock   | 5,527                      |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                        |       |
|--------------------------------|---------------|-----------|------------------------|-------|
|                                | Director      | 10% Owner | Officer                | Other |
| KATZFEY CHARLES R              |               |           | Regional VP - Americas |       |

## Signatures

/s/D.R. Zakos, Attorney-in-Fact for C.R. Katzfey  
 01/31/2007  
 \_\_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).

This total includes 1,964,122 units of Modine common stock indirectly held in the Reporting Person's Modine Deferred Compensation (1) Plan account and 5,382,802 shares of Modine common stock held in the Reporting Person's DRIP account. Diversified 1,351,9334 units of Modine common stock from 401(k) Retirement Plan account and 2,197,4637 units from Modine Stock Fund 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.