

MODINE MANUFACTURING CO  
 Form 3  
 July 19, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â McBurney Matthew J		(Month/Day/Year)	MODINE MANUFACTURING CO [MOD]	
(Last)	(First)	(Middle)	07/18/2013	
1500 DEKOVEN AVE.			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
RACINE, WI 53403			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP, Commercial Products Group	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock	15,665 <sup>(1)</sup>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Employee stock option (right to buy)	01/16/2007	01/16/2017	Common stock	600	\$ 27.22	D	Â
Employee stock option (right to buy)	02/11/2008	02/11/2018	Common stock	1,000	\$ 13.33	D	Â
Employee stock option (right to buy)	Â <u>(2)</u>	06/11/2020	Common stock	2,522	\$ 9.26	D	Â
Employee stock option (right to buy)	Â <u>(3)</u>	07/21/2021	Common stock	1,583	\$ 14.93	D	Â
Employee stock option (right to buy)	Â <u>(4)</u>	06/05/2022	Common stock	5,519	\$ 5.75	D	Â
Employee stock option (right to buy)	Â <u>(5)</u>	06/03/2023	Common stock	3,523	\$ 10.4	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McBurney Matthew J 1500 DEKOVEN AVE. RACINE, WI 53403	Â	Â	Â VP, Commercial Products Group	Â

## Signatures

Margaret C. Kelsey, Attorney  
in Fact

07/19/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 320 units owned through the Modine 401(k) Retirement Plan. Each unit consists of Modine common stock and cash components.
- (2) This option vests in four equal annual increments commencing on the date of grant (6/11/10).
- (3) This option vests in four equal annual increments commencing on the date of grant (7/21/11).
- (4) This option vests in four equal annual increments commencing on the date of grant (6/5/12).
- (5) This option will vest in four equal annual increments commencing on 6/3/14.

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.