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SEC 1474  
(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. 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KATZFEY CHARLES R			Group Vice President	

## Signatures

/s/D. R. Zakos, Attorney-in-Fact for C. R. Katzfey  
Date: 03/10/2005

\_\_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) This total includes 991.5164 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account (56.8265 units acquired between January and March 2005), 1,586.0781 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account (5.614 units purchased with March dividend), 4,050.4347 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account (19.342 units purchased with March dividend), and 4,088.676 shares of Modine common stock held in the Registrant's Modine Dividend Reinvestment Plan account (111.958 shares purchased with March dividend).

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.