

MODINE MANUFACTURING CO
 Form 4
 August 01, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
HETRICK ROGER L

2. Issuer Name and Ticker or Trading Symbol
MODINE MANUFACTURING CO [MOD]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Human Resources

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Modine common stock	07/28/2005		S		5,698	D	\$ 35.881 0
Modine common stock	07/28/2005		M		999	A	\$ 24.6497 0
Modine common stock	07/28/2005		M		3,585	A	\$ 24.4056 0
Modine common	07/28/2005		S		999	D	\$ 35.96 0

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stock

Modine
common stock 07/28/2005 S 3,585 D \$ 35.96 28,994.1635⁽¹⁾ D
stock

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

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee stock option	\$ 24.6497	07/28/2005		M	999	01/15/1997 01/15/2007	Modine common stock	999
Employee stock option	\$ 33.1306					01/21/1998 01/21/2008	Modine common stock	7,683
Employee stock option	\$ 32.4594					01/20/1999 01/20/2009	Modine common stock	7,682
Employee stock option	\$ 24.4056	07/28/2005		M	3,585	01/20/2000 01/20/2010	Modine common stock	3,585
Employee stock option	\$ 22.6972					01/17/2001 01/17/2011	Modine common stock	7,683
Employee stock option	\$ 22.2384					01/16/2002 01/16/2012	Modine common stock	10,244
Employee stock options	\$ 18.0894					01/06/2003 01/06/2013	Modine common stock	5,736

Employee stock option	\$ 28.4764	01/20/2004	01/20/2014	Modine common stock	8,194
Employee stock option	\$ 30.8194	01/18/2005	01/18/2015	Modine common stock	7,119

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HETRICK ROGER L			VP, Human Resources	

Signatures

/s/D. R. Zakos, Attorney-in-Fact for R. L. Hetrick
 08/01/2005

**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 89.3008 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 1,412.8504 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 2,627.6810 shares of Modine common stock held through Modine's DRIP account.
 - (2) This option was previously reported as an option for 5,000 shares of common stock at an exercise price of \$25.25 per share, but was adjusted to reflect the stock dividend declared by Modine on July 21, 2005 in connection with the spin off and merger of Modine's Aftermarket Business in a reverse Morris Trust transaction. As a result of the stock dividend, stock options granted by Modine were adjusted to retain their intrinsic value.
 - (3) This option was previously reported as an option for 7,500 shares of common stock at an exercise price of \$33.9375 per shares. See footnote 2 for explanation.
 - (4) This option was previously reported as an option for 7,500 shares of common stock at an exercise price of \$33.25 per share. See footnote 2 for explanation.
 - (5) This option was previously reported as an option for 7,500 shares of common stock at an exercise price of \$25.00 per share. See footnote 2 for explanation.
 - (6) This option was previously reported as an option for 7,500 shares of common stock at an exercise price of \$23.25 per share. See footnote 2 for explanation.
 - (7) This option was previously reported as an option for 10,000 shares of common stock at an exercise price of \$22.78 per share. See footnote 2 for explanation.
 - (8) This option was previously reported as an option for 5,600 shares of common stock at an exercise price of \$18.53 per share. See footnote 2 for explanation.
 - (9) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$29.17 per share. See footnote 2 for explanation.
 - (10) This option was previously reported as an option for 6,950 shares of common stock at an exercise price of \$31.57 per share. See footnote 2 for explanation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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