

McBurney Matthew J
Form 4
June 05, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McBurney Matthew J

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)

1500 DEKOVEN AVE.

(Street)

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

06/01/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP, Strat Planning and Dev

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

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

RACINE, WI 53403

(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 Ownership (Instr. 4)
Common stock	06/01/2018		F	350 ⁽¹⁾ D	\$ 18.15 34,538 ⁽²⁾	D	
Common stock	06/02/2018		F	723 ⁽¹⁾ D	\$ 18.15 33,815 ⁽²⁾	D	
Common stock	06/02/2018		A	7,502 ⁽³⁾ A	\$ 0 41,317 ⁽²⁾	D	
Common stock	06/02/2018		F	2,401 ⁽¹⁾ D	\$ 18.15 38,916 ⁽²⁾	D	

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

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(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 Following Transaction (Instr. 6)
				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
McBurney Matthew J 1500 DEKOVEN AVE. RACINE, WI 53403	VP, Strat Planning and Dev

Signatures

Sylvia A. Stein, Attorney
in Fact 06/05/2018

__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) Shares disposed of in a private transaction to cover tax withholding.

(2) This total includes 320 units of Modine common stock held in the Reporting Person's Modine 401(k) Retirement Plan account.

(3) The performance period for Performance Stock under the long-term incentive compensation plan initiated in June 2015 terminated in calendar 2018. The amount of the award varied based upon the achievement of Threshold, Target or Maximum levels. Under that plan, the Company used two measures to determine the payouts: Three-Year Average ROACE ("ROACE") and Annual Revenue Growth. The Company's ROACE for the performance period was 7.9% and Annual Revenue Growth was 13.8%, both of which exceeded the Threshold level for those performance measures. As a result, in accordance with the long-term incentive compensation plan, the Company issued shares of unrestricted stock at approximately 138% of the Target.

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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