Edgar Filing: MODINE MANUFACTURING CO - Form 4

MODINE I Form 4 August 11,	MANUFACTURI 2005	NG CO					
FOR					OMB AF	PROVAL	
	UNITED		JRITIES AND EXCHANGE (ashington, D.C. 20549	ND EXCHANGE COMMISSION D.C. 20549		3235-0287	
if no lo subject Section Form 4 Form 5 obligat may co	to 16. or Filed pu to Section 17	rsuant to Section (a) of the Public	NGES IN BENEFICIAL OW SECURITIES 16(a) of the Securities Exchang Utility Holding Company Act of Investment Company Act of 194	ge Act of 1934, f 1935 or Section	Expires: Estimated a burden hour response		
1(b).							
ZAKOS DEAN R Symbol			INE MANUFACTURING CO	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)		of Earliest Transaction /Day/Year) /2005	Director X Officer (give below) VP, Gen. Co		Owner r (specify retary	
			nendment, Date Original Ionth/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			
(City)	(State)	(Zip) Ta	ble I - Non-Derivative Securities Acc	quired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	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)	
Modine common stock	08/10/2005		A 2.2755 A ^{\$} 37.468	51,276.6091	D		

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

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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
ZAKOS DEAN R						
			VP, Gen. Counsel and Secretary			

Signatures

/s/D. R. Zakos 08/11/2005

**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).

This total includes 1,289.7143 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, (1) 597.0683 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 6,445.7891 units of Modine common stock indirectly held in the Registrant's 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.