## Edgar Filing: MODINE MANUFACTURING CO - Form 4

Washington, D.C. 20549

**SECURITIES** 

#### MODINE MANUFACTURING CO

Form 4

December 01, 2005

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

1(b).

(Print or Type Responses)

	Address of Reporting DAVE B	Person *	Symbol	er Name <b>an</b> NE MAN ]			5	5. Relationship of I Issuer (Check	Reporting Pers	`,
(Last)	(First) (	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2005				Director _X_ Officer (give t below) Corpo		Owner r (specify	
(C'. )	(Street)			endment, E	U	nal		6. Individual or Joi Applicable Line) _X_ Form filed by Oi Form filed by Mo Person	ne Reporting Per	rson
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Secu	ırities Acqu	ired, Disposed of,	or Beneficiall	y Owned
Title of Security Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8)		sed of		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)
Modine common stock	11/30/2005			Code V  A	Amount 0.949	(D)	Price \$ 35.7548	10,678.8638	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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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. Transactic Code (Instr. 8)	5. orNumber 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee stock option	\$ 32.4594					01/20/1999	01/20/2009	Modine common stock	3,073	
Employee stock option	\$ 24.4056					01/19/2000	01/19/2010	Modine common stock	3,073	
Employee stock option	\$ 22.6972					01/17/2001	01/17/2011	Modine common stock	3,073	
Employee stock option	\$ 22.2384					01/16/2002	01/16/2012	Modine common stock	8,195	
Employee stock option	\$ 18.0894					01/06/2003	01/06/2013	Modine common stock	4,589	
Employee stock option	\$ 28.4764					01/20/2004	01/20/2014	Modine common stock	4,589	
Employee stock option	\$ 28.4764					01/20/2004	01/20/2014	Modine common stock	4,589	
Employee stock option	\$ 30.8194					01/18/2005	01/18/2015	Modine common stock	3,974	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
SPIEWAK DAVE B			Corporate Treasurer				

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## **Signatures**

/s/D.R. Zakos, Attorney-in-Fact for D. B. Spiewak

12/01/2005

\*\*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 1,377.8192 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account and 336.2705 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account.
  - This option was previously reported as an option for 3,000 shares of common stock at an exercise price of \$33.25 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 3,000 shares of common stock at an exercise price of \$25.00 per share. See footnote 2 for further explanation.
- (4) This option was previously reported as an option for 3,000 shares of common stock at an exercise price of \$23.25 per share. See footnote 2 for further explanation.
- (5) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$22.78 per share. See footnote 2 for further explanation.
- (6) This option was previously reported as an option for 4,480 shares of common stock at an exercise price of \$18.53. See footnote 2 for further explanation.
- (7) This option was previously reported as an option for 4,480 shares of common stock at an exercise price of \$29.17 per share. See footnote 2 for further explanation.
- (8) This option was previously reported as an option for 3,880 shares of common stock at an exercise price of \$31.57 per share. See footnote 2 for further explanation.

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.

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