Edgar Filing: MODINE MANUFACTURING CO - Form 4

MODINE M Form 4 January 17,	1ANUFACTURIN 2006	NG CO								
FORM	ЛЛ								-	PPROVAL
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287				
Check th if no lon	ger								Expires:	January 31, 2005
subject to Section 16. STATEMENT OF CHAN				GES IN SECUR		ICIA	LOW	NERSHIP OF	Estimated a burden hou	average
Form 4 o Form 5			0 . 1		c .	· -	1		response	0.5
obligatio may con <i>See</i> Instr 1(b).	ons Section 17(a	a) of the		tility Hold	ding Con	npany	Act o	ge Act of 1934, f 1935 or Sectio 40	n	
(Print or Type	Responses)									
	Address of Reporting IARGARET C	Person <u>*</u>	Symbol	Name and			0	5. Relationship of Issuer (Chec	Reporting Per	
(Last)	(First) (N	Middle)		-	ransaction			Director X Officer (give below) Corp. Trea		6 Owner er (specify Secty.
	(Street)		4. If Ame	ndment, Da	te Origina	1		6. Individual or Jo	oint/Group Filin	ng(Check
				nth/Day/Year	-			Applicable Line) _X_ Form filed by (-	erson
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative	Secur	ities Ac	quired, Disposed of	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	med on Date, if Day/Year)	Code (Instr. 8)	on(A) or D (D) (Instr. 3,	4 and (A) or	d of 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Modine				Code V	Amount	(D)	Price			
common stock	01/16/2006			F	78 <u>(1)</u>	D	\$ 33.1	9,235.0134	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 c Derivativ Security (Instr. 3)	ve Conversion or Exercise	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)		Date	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno 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						
	Director	10% Owner	Officer	Other			
KELSEY MARGARET C							
			Corp. Treasurer & Asst. Secty.				
•							

Signatures

/s/D.R. Zakos, Attorney-in-Fact for M.C. Kelsey	01/17/2006		
**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 private transaction to issuer to cover tax withholding.

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.