

MODINE MANUFACTURING CO

Form 4

June 06, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0287Expires: January 31,
2005Estimated average
burden hours per
response... 0.5Check 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 *
Marry Thomas F2. Issuer Name **and** Ticker or Trading
SymbolMODINE 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)
06/03/2016☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Exec VP & COO4. If Amendment, Date Original
Filed(Month/Day/Year)

RACINE, WI 53403

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 Ownership (Instr. 4)
Common stock	06/03/2016		F	(A) or (D) D	Amount 2,326 (1) Price \$ 10.06	204,778 (2)	D
Common stock	06/03/2016		A	A	6,525 (3) \$ 0	211,303 (2)	D
Common stock	06/03/2016		F	D	2,283 (1) \$ 10.06	209,020 (2)	D
Common stock	06/05/2016		F	D	3,651 (1) \$ 10.06	205,369 (2)	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.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marry Thomas F 1500 DEKOVEN AVE. RACINE, WI 53403			Exec VP & COO	

Signatures

Margaret C. Kelsey, Attorney
in Fact

06/06/2016

 **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 937 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 2013 terminated in calendar 2016. The amount of the award varied based upon the achievement of Threshold, Target or Maximum levels. Under that plan, the Company used three measures to determine the payouts: Three-Year Average ROACE ("ROACE"), Annual Revenue Growth, and Asia Operating Income. The Company's ROACE for the performance period was 8.4%, which exceeded the Threshold level for that performance measure. As a result, in accordance with the long-term incentive compensation plan, the Company issued shares of unrestricted stock at approximately 26% 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.

Edgar Filing: MODINE MANUFACTURING CO - Form 4

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.