

MODINE MANUFACTURING CO

Form 4

June 06, 2016

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Schwab Holger

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)
 ARTHUR-B.-MODINE-STRASSE 1
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/02/2016

____ Director ____ 10% Owner
 ____ Officer (give ____ Other (specify
 title below) below)
 Regional VP - Europe

FILDERSTADT-BONLANDEN, 2M D-70794
 (City) (State) (Zip)

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

**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)
			Code	V	Amount (A) or (D)	Price	
Common stock	06/02/2016		F		945 ⁽¹⁾ D	\$ 10.41	35,832 D
Common stock	06/02/2016		F		995 ⁽¹⁾ D	\$ 10.41	34,837 D
Common stock	06/03/2016		F		1,251 ⁽¹⁾ D	\$ 10.06	33,586 D
Common stock	06/03/2016		A		2,937 ⁽²⁾ A	\$ 0	36,523 D
Common stock	06/03/2016		F		1,301 ⁽¹⁾ D	\$ 10.06	35,222 D

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

Schwab Holger
ARTHUR-B.-MODINE-STRASSE 1
FILDERSTADT-BONLANDEN, 2M D-70794

Regional VP - Europe

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.

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.

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