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MODINE MANUFACTURING CO

Form 15-12G

September 11, 2002

OMB APPROVAL

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g)
OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS
UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 1-1373

MODINE MANUFACTURING COMPANY

(Exact name of registrant as specified in its charter)

1500 DeKoven Avenue, Racine, WI 53403 -- 262.636.1200

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

Preferred Share Purchase Rights

(Title of each class of securities covered by this Form)

Common Stock, \$0.625 Par Value

(Titles of all other classes of securities for which a duty to file reports
under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule
provisions(s) relied upon to terminate or suspend the duty to file reports:

| | |
|--------------------------|--------------------------|
| Rule 12g-4(a)(1)(i) /X/ | Rule 12h-3(b)(1)(i) /X/ |
| Rule 12g-4(a)(1)(ii) / / | Rule 12h-3(b)(1)(ii) / / |
| Rule 12g-4(a)(2)(i) / / | Rule 12h-3(b)(2)(i) / / |
| Rule 12g-4(a)(2)(ii) / / | Rule 12h-3(b)(2)(ii) / / |
| | Rule 15d-6 / / |

Approximate number of holders of record as of the certification or
notice date: 0