

MODINE MANUFACTURING CO
 Form 4
 January 10, 2003

FORM 4

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

OMB
 APPROVAL
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 4 or
 Form 5
 obligations may
 continue.
 See Instruction
 1(b).

STATEMENT OF CHANGES IN
 BENEFICIAL OWNERSHIP

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*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting to Issuer (Check all applicable)				
Zakos, D. R.			Modine Manufacturing Company - MODI			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) V.P., General Counsel and				
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Day/Year		7. Individual or Joint/Group (Check Applicable Line)			
Modine Manufacturing Company			387-60-8682		1/06/03		<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			
1500 DeKoven Avenue					5. If Amendment, Date of Original (Month/Day/Year)					
(Street)										
Racine WI 53403										
(City) (State) (Zip)			Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1. Title of Security (Instr. 3)			2. Transaction Date	2A. Deemed Execution Date, if any	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or	7.

	(Month/ Day/ Year)	(Month/ Day/ Year)	Code V	Amount	(A or (D)	Price	Followed Reported Transaction(s) (Instr. 4 3 and 4)	Indirect (Instr. 4)
Common Stock, \$0.625 Par	1/06/03		A	4,000	A	-0-		
	(1)		J ⁽¹⁾	126.3065		(1)		
	(2)		J ⁽²⁾	71.4100		(2)		
	(3)		J ⁽³⁾	131.1965		33,056.8219 (4) (5) (6)		D

(1)
The acquisition of 126.3065 shares were made from 4/1/02 thru 12/13/02 at prices ranging from \$18.96 to \$27.15 per share through the Modine Employee Stock Ownership Plan (ESOP), which Plan is a Rule 16b-3 Plan.
 (2) **The reported securities of 71.4100 Modine Common Stock Fund Units (Modine 401(k) Retirement Plan) were purchased from 4/1/02 thru 1/02/03 at prices ranging from \$16.44 to \$29.01 per Unit. Each Unit consists of Modine common stock and cash components.**
 (3) **The reported securities of 131.1965 Modine Common Stock Fund Units (Modine Deferred Compensation Plan) were purchased from 4/1/02 thru 1/02/03 at prices ranging from \$16.44 to \$29.01 per Unit. Each Unit consists of Modine common stock and cash components.**
 (4) **Includes 7,226.9085 shares owned thru the ESOP.**
 (5) **Includes 843.4462 Units owned thru the Modine 401(k) Retirement Plan. Each Unit consists of Modine common stock and cash components.**
 (6) **Includes 401.4672 Units owned thru the Modine Deferred Compensation Plan. Each Unit consists of Modine common stock and cash components.**

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(Over)
 SEC 1474
 (9-02)

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FORM 4 (continued)	Table II — Derivative Securities Acquired, Disposed of, or Beneficially (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. Pri of De ativ Seci ty (In 5)
					Code	V	(A)	(D)	Date Exercisable	Expira-tion Date	Title	Amount or Number of Shares	
Options with tandem tax withholding rights	\$30.00	1/19/94		A			3,000		1/19/1994	1/19/2004	Common Stock	3,000	
Options with tandem tax withholding rights	\$28.50	1/18/95		A			3,000		1/18/1995	1/18/2005	Common Stock	3,000	
Options with tandem tax withholding rights	\$22.75	1/17/96		A			3,000		1/17/1996	1/17/2006	Common Stock	3,000	
Options with tandem tax withholding rights	\$25.25	1/15/97		A			4,000		1/15/1997	1/15/2007	Common Stock	4,000	
Options with tandem tax withholding rights	\$33.9375	1/21/98		A			6,000		1/21/1998	1/21/2008	Common Stock	6,000	
Options with tandem	\$33.25	1/20/99		A			6,000		1/20/1999	1/20/2009	Common Stock	6,000	

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tax withholding rights											
Options with tandem tax withholding rights	\$25.00	1/19/00		A	7,500		1/19/2000	1/19/2010	Common Stock	7,500	
Options with tandem tax withholding rights	\$23.25	1/17/01		A	8,000		1/17/2001	1/17/2011	Common Stock	8,000	
Options with tandem tax withholding rights	\$22.78	1/16/02		A	15,000		1/16/2002	1/16/2012	Common Stock	15,000	
Options with tandem tax withholding rights	\$18.53	1/06/03		A	8,400		1/06/2003	1/06/2013	Common Stock	8,400	

Explanation of Responses:

The plans under which these options were granted, which complies with Rule 16b-3, allows for the provision of tax withholding rights. The Reporting Person is a participant in the Modine Employee Stock Ownership Plan (ESOP), Modine Common Stock Fund Units and the Modine Manufacturing Company Pension Trusts. The entities (with the exception of the Modine Common Stock Fund) are also Reporting Persons pursuant to Section 16(a) and files separate statements. Shares held by the Reporting Person in the Plan or Trust are reported on this Statement and on statements filed by the Plan.

/s/ Dean R. Zakos

January 9, 2003

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

**Signature of Reporting Person

Date

See

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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