

MODINE MANUFACTURING CO
 Form 4
 July 29, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
RAYBURN DAVID B

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)

 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Modine common stock	07/27/2005		A		24.451	A	\$ 38.1189
					90,342.9557	D	(1)

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)

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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. P Deri Secu (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock options (right to buy)	\$ 22.2091					01/17/1996	01/17/2006	Modine common stock	15,365
Employee stock option (right to buy)	\$ 24.6497					01/15/1997	01/15/2007	Modine common stock	15,365
Employee stock option (right to buy)	\$ 33.1306					01/21/1998	01/21/2008	Modine common stock	15,366
Employee stock option	\$ 32.4594					01/20/1999	01/20/2009	Modine common stock	20,487
Employee stock option	\$ 24.4056					01/19/2000	01/19/2010	Modine common stock	25,608
Employee stock option	\$ 22.6972					01/17/2001	01/17/2011	Modine common stock	25,609
Employee stock option	\$ 22.2384					01/16/2002	01/16/2012	Modine common stock	40,974
Employee stock option	\$ 18.0894					01/06/2003	01/06/2013	Modine common stock	22,945
Employee stock option	\$ 28.4764					01/20/2004	01/20/2014	Modine common stock	30,730

Employee stock option	\$ 30.8194	01/18/2005	01/18/2015	Modine common stock	26,633
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAYBURN DAVID B	X		President and CEO	

Signatures

/s/D. R. Zakos, Attorney-in-Fact for D. B. Rayburn	07/29/2005
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__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) This total includes 3,460.5203 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 6,809.7082 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 7,329.0489 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account.
- (2) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$22.75 per share, but was adjusted to reflect the stock dividend declared by Modine on July 20, 2005 in connection with the spin off and merger of Modine's Aftermarket Business in a reverse Morris Trust transaction. As a result of the stock dividend, stock options granted by Modine were adjusted to retain their intrinsic value.
- (3) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$25.25. See footnote 2 for explanation.
- (4) This option was previously reported as an option for 15,000 shares of common stock at an exercise price of \$33.9375. See footnote 2 for explanation.
- (5) This option was previously reported as an option for \$20,000 shares of common stock at an exercise price of \$33.25. See footnote 2 for explanation.
- (6) This option was previously reported as an option for 25,000 shares of common stock at an exercise price of \$25.00. See footnote 2 for explanation.
- (7) This option was previously reported as an option for 25,000 shares of common stock at an exercise price of \$23.25. See footnote 2 for explanation.
- (8) This option was previously reported as an option for 40,000 shares of common stock at an exercise price of \$22.78. See footnote 2 for explanation.
- (9) This option was previously reported as an option for 22,400 shares of common stock at an exercise price of \$18.53. See footnote 2 for explanation.
- (10) This option was previously reported as an option for 30,000 shares of common stock at an exercise price of \$29.17. See footnote 2 for explanation.
- (11) This option was previously reported as an option for 26,000 shares of common stock at an exercise price of \$31.57. See footnote 2 for explanation.

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.