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MODINE MANUFACTURING CO

Form 4 June 03, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5
obligations
may continue.

See Instruction

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

1(b).
(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) ARTHUR-BMOD	(First) INE-STRASSE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2016	Director 10% Owner Other (specifititle below) below) Regional VP - Europe		
(Street) FILDERSTADT-BONLANDEN, 2M D-70794			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		

(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. Transactio Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4	sposed	of	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)
Common stock	05/31/2016		A	11,407 (1)	A	\$0	36,777	D	

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

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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 3A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		exercise Exe		4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Employee stock option	\$ 10	05/31/2016		A	12,399	(2)	05/31/2026	Common stock	12,399		

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 06/03/2016

**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) This stock will vest in four equal annual increments commencing on 5/31/17.
- (2) This option will vest in four equal annual increments commencing on 5/31/17.

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. \$25 0 I By Draupnir Capital, LLC $\underline{(2)}$

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HOBBS JEREMY W						
515 NORTH STATE STREET, SUITE 2650	X	X				
CHICAGO, IL 60654						

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Signatures

/s/ Jeremy W. 03/09/2009 Hobbs

**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) Jeremy W. Hobbs is the voting equity member of Draupnir, LLC.
- (2) Jeremy W. Hobbs is the voting equity member of Draupnir, LLC, which is the sole member of Draupnir Capital, LLC.
 - Each share of Series C Convertible Preferred Stock was, prior to its redemption, convertible into a number of Common Stock of AMCON
- (3) Distributing Company determined by dividing \$25.00 by the Conversion Price, which was \$13.62 and was subject to customary anti-dilution adjustments in the event of stock splits, stock dividends and certain other distributions on the Common Stock.
 - Twenty-five dollars (\$25.00) is the per share amount received for the sale to AMCON Distributing Company of the Series C Convertible
- (4) Preferred Stock, par value \$.01 per share, on February 27, 2009. In addition to the per share price, an aggregate of \$19,333.33 in accrued dividends was received for the sale of the Series C Convertible Preferred Stock.
- (5) N/A

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