

Edgar Filing: MODINE MANUFACTURING CO - Form 4

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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 32.4594					01/20/1999	01/20/2009	Modine common stock	3,073
Employee stock option	\$ 24.4056					01/19/2000	01/19/2010	Modine common stock	3,073
Employee stock option	\$ 22.6972					01/17/2001	01/17/2011	Modine common stock	3,073
Employee stock option	\$ 22.2384					01/16/2002	01/16/2012	Modine common stock	8,195
Employee stock option	\$ 18.0894					01/06/2003	01/06/2013	Modine common stock	4,589
Employee stock option	\$ 28.4764					01/20/2004	01/20/2014	Modine common stock	4,589
Employee stock option	\$ 28.4764					01/20/2004	01/20/2014	Modine common stock	4,589
Employee stock option	\$ 30.8194					01/18/2005	01/18/2015	Modine common stock	3,974

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPIEWAK DAVE B			Corporate Treasurer	

Signatures

/s/D.R. Zakos, Attorney-in-Fact for D. B.
Spiewak

12/01/2005

__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 1,377.8192 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account and 336.2705 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account.

(2) This option was previously reported as an option for 3,000 shares of common stock at an exercise price of \$33.25 per share, but was adjusted to reflect the stock dividend declared by Modine on July 21, 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 3,000 shares of common stock at an exercise price of \$25.00 per share. *See* footnote 2 for further explanation.

(4) This option was previously reported as an option for 3,000 shares of common stock at an exercise price of \$23.25 per share. *See* footnote 2 for further explanation.

(5) This option was previously reported as an option for 8,000 shares of common stock at an exercise price of \$22.78 per share. *See* footnote 2 for further explanation.

(6) This option was previously reported as an option for 4,480 shares of common stock at an exercise price of \$18.53. *See* footnote 2 for further explanation.

(7) This option was previously reported as an option for 4,480 shares of common stock at an exercise price of \$29.17 per share. *See* footnote 2 for further explanation.

(8) This option was previously reported as an option for 3,880 shares of common stock at an exercise price of \$31.57 per share. *See* footnote 2 for further 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.