

Edgar Filing: MODINE MANUFACTURING CO - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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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
 Date: 05/08/2007

__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) Shares disposed of in private transaction to issuer to cover tax withholdings.
- (2) Shares disposed of in private transaction to issuer to cover tax withholdings.

This total includes 3,860.4853 units of Modine common stock held in the Reporting Person's Modine 401(k) Retirement Plan account,
 (3) 8,000.5435 units of Modine common stock indirectly held in the Reporting Person's Modine Deferred Compensation Plan account and
 7,973.5686 units of Modine common stock indirectly held in the Reporting Person's Modine Stock Fund account.

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.