



stock

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)

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 (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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.75	03/09/2005		M	3,605	01/17/1996 01/17/2006	Modine common stock	3,605

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KATZFEY CHARLES R			Group Vice President	

## Signatures

/s/D. R. Zakos, Attorney-in-Fact for C. R. Katzfey  
Date: 03/15/2005

\_\_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 991.5164 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account, 1,586.0781 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account, 4,050.4347

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units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account and 4,088.676 shares of Modine common stock held in the Registrant's Modine Dividend Reinvestment Plan account.

(2) This transaction was a cashless, broker assisted exercise rather than a sale of existing Modine common stock.

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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