#### Edgar Filing: MODINE MANUFACTURING CO - Form 4

#### MODINE MANUFACTURING CO

Form 4

February 22, 2006

### FORM 4

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

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DEVUONO ANTHONY C			2. Issuer Name <b>and</b> Ticker or Trading Symbol MODINE MANUFACTURING CO [MOD]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First) (l	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2006					Director 10% Owner _X_ Officer (give title Other (specify below)  VP & Chief Technology Officer				
(City)	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)  (Zip)  Table L. Non Davivetive 6					witing Anger	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person  quired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			3.	4. Securities Acquired r(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)			
Modine common stock	02/22/2006			A	3.068	A	\$ 30.596	27,321.518 (1)	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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.  onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DEVUONO ANTHONY C

VP & Chief Technology Officer

### **Signatures**

/s/D.R. Zakos, Attorney-in-Fact for A.C. De Vuono 02/22/2006

\*\*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).

This total includes 2,820.8169 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account,

(1) 1,555.163 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 2,458.2469 units of Modine common stock indirectly held in the Registrant'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.

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