#### MODINE MANUFACTURING CO

Form 4 May 09, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

(Month/Day/Year) 05/05/2006  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (City)  (State)  (State)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (City)  (State)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner Security (Month/Day/Year)	1. Name and Address of Reporting Person * HARPER CARLTON C			2. Issuer Name and Ticker or Trading Symbol MODINE MANUFACTURING CO [MOD]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
Filed(Month/Day/Year)   File	(Last)	(First) (I	(Month/Day/Year)					X_ Officer (give title Other (specify below)					
1. Title of Security (Month/Day/Year)  2. Transaction Date (Amount of Securities Acquired (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3.		(Street)		, 6					_X_ Form filed by One Reporting Person Form filed by More than One Reporting				
Security (Month/Day/Year) Execution Date, if any Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficially (Month/Day/Year) (Instr. 8) Owned (D) or Own General Code (Instr. 3, 4 and 5) Owned (D) or Own General Code (Instr. 4) Owned (Instr. 4) Owned (Instr. 4) Owned (Instr. 4) Owned (Instr. 3) Owned (Instr. 4) Owned (Instr. 4) Owned (Instr. 4) Owned (Instr. 3) Owned (Instr. 4) Owned (Instr. 3) Owned (Instr. 4) Owned (Instr. 3) Owned (Instr. 3) Owned (Instr. 4) Owned (Instr. 3) Owned (Instr. 4) Owned (Instr. 4) Owned (Instr. 3) Owned (Instr. 4) Owned (Instr. 3) Owned (Instr. 4) Owned (Instr. 5) Owned (Instr. 5) Owned (Instr. 6) Owned (Instr	(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Acq	quired, Disposed o	f, or Beneficial	ly Owned		
common $05/05/2006$ F $68 \frac{(1)}{2}$ D $8 \frac{(1)}{28.33}$ D D Stock Modine common $05/06/2006$ F $109 \frac{(2)}{2}$ D $8 \frac{17,556.0126}{28.33}$ D	Security		(Month/Day/Year) Execution Date, if any			e, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Year) (Instr. 8)  (A) or				Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
common $05/06/2006$ F $109\frac{(2)}{28.33}$ D $\frac{\$}{28.33}$ $\frac{17,556.0126}{(3)}$ D	common	05/05/2006			F	68 (1)	D	\$ 28.33	0	D			
	common	05/06/2006			F	109 (2)	D			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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

> > 05/09/2006

HARPER CARLTON C

**Chief Information Officer** 

## **Signatures**

/s/D.R. Zakos, Attorney-in-Fact for C.C. Harper

> \*\*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 withholding.
- (2) Shares disposed of in private transaction to issuer to cover tax withholding.
- This total includes 340.9347 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account and 117.7306 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan 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.

Reporting Owners 2