Edgar Filing: MODINE MANUFACTURING CO - Form 4

MODINE M Form 4 May 09, 200	1ANUFACTURI	NG CO								
Check th if no lon subject t Section Form 4 of Form 5 obligation may con See Instr 1(b).	A 4 UNITED his box lis box sger o 16. or Filed pur Section 17(MENT OF rsuant to S (a) of the F	SECURITIES A Washington F CHANGES IN SECUR Section 16(a) of the Public Utility Hol of the Investment	Number:3235-0287Number:January 31Expires:2005Estimated averageburden hours perresponse0.5						
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> ZAKOS DEAN R			2. Issuer Name and Ticker or Trading Symbol MODINE MANUFACTURING CO [MOD]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2006				Director 10% Owner X Officer (give title Other (specify below) below) VP, Gen. Counsel and Secretary			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Table I - Non-l	Derivative	Secu	rities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if Transactio Code ay/Year) (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	spose 4 and (A) or	d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Modine common stock	05/05/2006		F	Amount 86 <u>(1)</u>	(D) D	Price \$ 28.33	0	D		
Modine common stock	05/06/2006		F	136 <u>(2)</u>	D	\$ 28.33	52,002.5127 (<u>3)</u>	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 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
I O	Director	10% Owner	Officer	Other			
ZAKOS DEAN R							
			VP, Gen. Counsel and Secretary				

Signatures

/s/D.R. Zakos 05/09/2006 <u>**</u>Signature of Date Reporting Person

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 1,400.2311 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan
 (3) account, 693.9753 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation PLan account and 6,814.2689 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.