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

#### MODINE MANUFACTURING CO

Form 4 May 16, 2006

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * DEVUONO ANTHONY C |                                      |   | Symbol |   | d Ticker of |      | C  | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)  |   |          |  |
|---|--------------------------------------|---|--------|---|-------------|------|--|--|---|----------|--|
| (Last)  | (First) (1                           | (First) (Middle) 3. Date of (Month/I) 05/12/2 |        |   |             |      |  | Director 10% OwnerX_ Officer (give title Other (specify below)  VP & Chief Technology Officer                      |   |          |  |
|   | (Street)                             | 4. If Ame<br>Filed(Mon                        |        | Oate Origina<br>ar)   | al          |      | 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)   | Tabl   | e I - Non-  | Derivative  | Secu | rities Acq   | uired, Disposed of   | , or Beneficial                                       | ly Owned |  |
| 1.Title of<br>Security<br>(Instr. 3)                        | 2. Transaction Date (Month/Day/Year) |   |        | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price |             |      | d of (D)<br>5)   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |          |  |
| Modine<br>common<br>stock                                   | 05/12/2006                           |   |        | F   | 604 (1)     | D    | \$<br>26.48  | 26,656.0961<br>(2)   | D   |          |  |

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)

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| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc   | cisable and | 7. Title | e and    | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|-----------------|-------------|----------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber   | Expiration Date |             | Amou     | nt of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/     | Year)       | Underl   | ying     | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e               |             | Securit  | ties     | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |                 |             | (Instr.  | 3 and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |                 |             |          |          |             | Follo  |
|             | Ĭ           |                     |                    |            | (A) or     |                 |             |          |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |                 |             |          |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |                 |             |          |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |                 |             |          |          |             | Ì      |
|             |             |                     |                    |            | 4, and 5)  |                 |             |          |          |             |        |
|             |             |                     |                    |            |            |                 |             |          |          |             |        |
|             |             |                     |                    |            |            |                 |             |          | Amount   |             |        |
|             |             |                     |                    |            |            | Date            | Expiration  |          | or       |             |        |
|             |             |                     |                    |            |            | Exercisable     | Date        |          | Number   |             |        |
|             |             |                     |                    |            |            | 2.1010154010    | 2410        |          | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |                 |             |          | Shares   |             |        |

## **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.

DeVuono 05/16/2006

\*\*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).
- (1) Shares disposed of in private transaction to issuer to cover tax withholding.

This total includes 2,944.8285 units of Modine common stock indirectly held in the Registrant's 401(k) Retirement Plan account, (2) 1,577.2483 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account and 2,472.7281 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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