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MODINE MANUFACTURING CO

Form 4 May 26, 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

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

obligations

SECURITIES

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and A | 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% OwnerX_ Officer (give title Other (specify below) Corporate Controller | | | |
| | | endment, D nth/Day/Yea | _ | al | | 6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N Person | • | rson | | | |
| (City) | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) Execution any (Month/Day/Year) | | Date, if | 3. Transaction Code (Instr. 8) | 4. Securities Acquired or(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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Modine common stock | 05/05/2006 | | | F | 80 (1) | D | \$ 28.33 | 0 | D | | |
| Modine common stock | 05/06/2006 | | | F | 65 (2) | D | \$ 28.33 | 0 | D | | |
| Modine common stock | 05/12/2006 | | | F | 286 (3) | D | \$ 26.48 | 23,772.6983 (4) | 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)

| 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) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | - | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | | | |
| | | | | | | Date Exp | Expiration | | Or Number | | |
| | | | | | | Exercisable | Date | | Number | | |
| | | | | C-J- V | (A) (D) | | | | of 51 | | |
| | | | | Coue v | (A) (D) | | | 7 | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BULLMORE ROBERT S

Corporate Controller

Signatures

/s/D.R. Zakos, Attorney-in-Fact for R.S. Bullmore

05/26/2006

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

This total includes 730.9099 units indirectly held in the Reporting Person's 401(k) Retirement Plan account, 423.896 units of Modine common stock indirectly held in the Reporting Person's Deferred Compensation Plan account and 11,307.9763 units of Modine common stock indirectly held in the Reporting Person'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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