MODINE MANUFACTURING CO

Form 4 June 01, 2006

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DEVUONO ANTHONY C			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)	(3. Date of Earliest Transaction (Month/Day/Year) 06/01/2006				Director 10% Owner _X_ Officer (give title Other (specify below) VP & Chief Technology Officer			
(City)	(Street)		I. If Amendment, Γ Filed(Month/Day/Ye	ar)		- - - 1	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-	Derivativ	e Secu	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Code		ed of (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	06/01/2006		A	3.8409	A	\$ 25.5357	26,714.5846 (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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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)	of		ate	Amou Under Securi	Citle and abount of derlying urities str. 3 and 4)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
					4, and 5)	Date	Expiration		Amount	
				Code V	(A) (D)	Exercisable	Date	Title	Number of 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 06/01/2006

**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 2,995.9491 units of Modine common stock indirectly held in the Reporting Persons Modine 401(k) Retirement Plan account, 1,584.6162 units of Modine common stock indirectly held in the Reporting Persons Modine Deferred Compensation Plan account and 2,472.7281 units of Modine common stock indirectly held in the Reporting Persons 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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