Edgar Filing: MODINE MANUFACTURING CO - Form 4

| MODINE N Form 4 June 16, 20 | MANUFACTURI 06 | NG CO | | | | | | | | | |
|--|----------------------|---|----------------------------------|--------------------------|-----------|---|--|--------------------|------------------------|--|--|
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE | | | | | | | | OMB APPROVAL | | | |
| | UNITED | D STATES SECURITIES AND EXCHANGE CO Washington, D.C. 20549 | | | | | OMMISSION | OMB Number: | 3235-0287 | | |
| Check t if no loi | laer | | | | | | | | January 31, 2005 | | |
| subject | | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | | Estimated average | | | |
| Section | | SECURITIES | | | | | | | s per 0.5 | | |
| Form 4 Form 5 | | repart to Se | ection 16(a) of | the Securi | ities I | Exchange | $\Delta ct of 103/$ | response | | | |
| obligati | ons Section 17 | | | | | • | 1935 or Section | | | | |
| may con See Inst | ntinue. | | f the Investmen | • | - | • | | | | | |
| 1(b). | | | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| | Address of Reporting | Person <u>*</u> | 2. Issuer Name a | nd Ticker o | r Trad | ing | 5. Relationship of F | Reporting Pers | on(s) to | | |
| DEVUON | O ANTHONY C | | Symbol | nbol | | | | Issuer | | | |
| | | | MODINE MANUFACTURING CO [MOD] | | | | (Check all applicable) | | | | |
| (Last) | (First) (Middle) | | 3. Date of Earliest Transaction | | | | Director | | Owner | | |
| | | | Month/Day/Year) | - | | | XOfficer (give titleOther (specify below) below) | | | | |
| | | C | 06/14/2006 | | | | VP & Chief Technology Officer | | | | |
| | (Street) | 4 | I. If Amendment, I | mendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | | F | Filed(Month/Day/Year) | | | | Applicable Line) | | | | |
| | | | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | Table I - Non | -Derivative | e Secu | rities Acqu | ired, Disposed of, | or Beneficiall | y Owned | | |
| 1.Title of | 2. Transaction Date | 1 | | | | | 5. Amount of | 6. | 7. Nature of | | |
| Security (Instr. 3) | (Month/Day/Year) | Execution Da any | | Code (Instr. 3, 4 and 5) | | | Securities Beneficially | Ownership Form: | Indirect Beneficial | | |
| (1130.5) | | | Year) (Instr. 8) | | | | Owned | Direct (D) | Ownership | | |
| | | | | | | | Following | or Indirect | (Instr. 4) | | |
| | | | | | (A) | | Reported Transaction(s) | (I) (Instr. 4) | | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | . , | | | |
| Modine | | | | mount | | | 00 707 4404 | | | | |
| common stock | 06/14/2006 | | А | 4.0173 | А | \$ 24.4142 | 26,797.4404 (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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| Der Sec | Title of ivative urity tr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Amou Unde Secur | le and ant of rlying ities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr |
|------------|--|---|---|---------------------------------------|---|---------------------|--------------------|-----------------------|---|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|-------------------------------|-------|--|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | | |
| DEVUONO ANTHONY C | | | | | | | | |
| | | | VP & Chief Technology Officer | | | | | |
| | | | | | | | | |

Signatures

/s/D.R. Zakos, Attorney-in-Fact for A.D. DeVuono

06/16/2006

Date

Explanation of Responses:

**Signature of Reporting Person

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 3,045.9654 units of Modine common stock indirectly held in the Reporting Persons Modine 401(k) Retirement Plan (1) account, 1,599.2295 units of Modine common stock indirectly held in the Reporting Persons Modine Deferred Compensation PLan account and 2,490.9543 units of Modine common stock indirectly held in the Reporting Persons Modine Stock Fund accountl.

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.