

MODINE MANUFACTURING CO

Form 4

November 03, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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Check this box
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subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
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
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES FRANK WYMAN

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)
6740 N. ST. ANDREWS DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2004

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

TUCSON, AZ 85718

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Modine common stock	11/02/2004		S		15,000	D	\$ 30.6
					37,819 ⁽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
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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 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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities (Instr. 3 and 4)
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				Code	V	(A)	(D)	
Option (right to buy)	\$ 31.25							Date Exercisable 07/16/1997 Expiration Date 07/16/2007
Option (right to buy)	\$ 28							Title Modine common stock Amount or Number of Shares 15,000
Option (right to buy)	\$ 21.69							Date Exercisable 07/19/2000 Expiration Date 07/19/2010
Option (right to buy)								Title Modine common stock Amount or Number of Shares 18,000
Option (right to buy)								Date Exercisable 07/16/2003 Expiration Date 07/16/2013
Option (right to buy)								Title Modine common stock Amount or Number of Shares 18,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JONES FRANK WYMAN 6740 N. ST. ANDREWS DRIVE TUCSON, AZ 85718	X

Signatures

/s/D. R. Zakos, Attorney-in-Fact for F. W. Jones	11/03/2004
**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) This total includes 19,658 shares held through a self-directed IRA.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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