

MODINE MANUFACTURING CO
 Form 4
 January 08, 2003

FORM 4

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

OMB
 APPROVAL
 OMB
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 4 or
 Form 5
 obligations may
 continue.
 See Instruction
 1(b).

STATEMENT OF CHANGES IN
 BENEFICIAL OWNERSHIP

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*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporter to Issuer (Check all applicable)			
Johnson, D. R.			Modine Manufacturing Company - MODI			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner			
						<input checked="" type="checkbox"/> Officer Other (specify title below)			
Chairman & Chief Executive Officer									
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Day/Year		7. Individual or Joint/Gross (Check Applicable Line)		
Modine Manufacturing Company			447-40-7831		1/06/03		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More Reporting Persons		
1500 DeKoven Avenue									
(Street)									
Racine WI 53403									
(City)	(State)	(Zip)	Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)			2. Transaction Date	2A. Deemed Execution Date, if any	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)

	(Month/ Day/ Year)	(Month/ Day/ Year)	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)	Indirect (Instr. 4)
Common Stock, \$0.625 Par	1/06/03		A	16,600	A	-0-		
	(1)		J ⁽¹⁾	299.5582	A	(1)		
	(2)		J ⁽²⁾	1,809.2380	A	18,973.0522 ⁽³⁾ (4)(5)		D
Common Stock, \$0.625 Par							2,288	I

(1)
The acquisition of 299.5582 shares were made from 4/1/02 thru 1/06/03 at prices ranging from \$18.96 to \$27.15 per share through the Modine Employee Stock Ownership Plan (ESOP), which Plan is a Rule 16b-3 Plan.
 (2) **The reported securities of 1,809.2380 Modine Common Stock Fund Units (Modine Deferred Compensation Plan) were made from 4/1/02 thru 1/06/03 at prices ranging from \$16.44 to \$29.01 per Unit. Each Unit consists of Modine common stock and cash components.**
 (3) **Includes 17,139.7129 shares owned thru the ESOP.**
 (4) **Includes 1,560.5571 Units owned thru the Modine 401(k) Retirement Plan. Each Unit consists of Modine common stock and cash components.**
 (5) **Includes 7,859.7842 Units owned thru the Modine Deferred Compensation Plan. Each Unit consists of Modine common stock and cash components.**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(Over)
 SEC 1474
 (9-02)

FORM 4 (continued)		Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative	2. Conversion or	3. Trans- action	3A. Deemed	4. Trans- action	5. Number of Deriv-	6. Date Exer- cisable and	7. Title and Amount of	8. Pri- ority	

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Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr.8)		ative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options with tandem tax withholding rights	\$18.25	1/20/93		A		26,000		1/20/1993	1/20/2003	Common Stock	26,000	
Options with tandem tax withholding rights	\$30.00	1/19/94		A		19,000		1/19/1994	1/19/2004	Common Stock	19,000	
Options with tandem tax withholding rights	\$28.50	1/18/95		A		20,000		1/18/1995	1/18/2005	Common Stock	20,000	
Options with tandem tax withholding rights	\$22.75	1/17/96		A		25,000		1/17/1996	1/17/2006	Common Stock	25,000	
Options with tandem tax withholding rights	\$25.25	1/15/97		A		25,000		1/15/1997	1/15/2007	Common Stock	25,000	
Options with tandem tax withholding rights	\$33.9375	1/21/98		A		30,000		1/21/1998	1/21/2008	Common Stock	30,000	
	\$33.25	1/20/99		A		30,000					30,000	

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Options with tandem tax withholding rights							1/20/1999	1/20/2009	Common Stock		
Options with tandem tax withholding rights	\$25.00	1/19/00		A	35,000		1/19/2000	1/19/2010	Common Stock	35,000	
Options with tandem tax withholding rights	\$23.25	1/17/01		A	35,000		1/17/2001	1/17/2011	Common Stock	35,000	
Options with tandem tax withholding rights	\$22.78	1/16/02		A	50,000		1/16/2002	1/16/2012	Common Stock	50,000	
Options with tandem tax withholding rights	\$18.53	1/06/03		A	26,400		1/06/2003	1/06/2013	Common Stock	26,400	

Explanation of Responses:

The plans under which these options were granted, which complies with Rule 16b-3, allows for the provision of tax withholding rights. The Reporting Person is a participant in the Modine Employee Stock Ownership Plan (ESOP), Modine Common Stock Fund Units and the Modine Manufacturing Company Pension Trusts. The entities (with the exception of the Modine Common Stock Fund) are also Reporting Persons pursuant to Section 16(a) and files separate statements. Shares held by the Reporting Person in the Plan or Trust are reported on this Statement and on statements filed by the Plan.

s/D. R. Johnson

January 8, 2003

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

**Signature of Reporting Person

Date

See

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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