

MODINE MANUFACTURING CO
 Form 4
 January 10, 2003

FORM 4

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

OMB
 APPROVAL
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 4 or
 Form 5
 obligations may
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 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 Reporting to Issuer (Check all applicable)				
Possehl, Jr., R. W.			Modine Manufacturing Company - MODI			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) V.P., Administrator				
(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/Group (Check Applicable Line)			
	Modine Manufacturing Company		484-54-5117		1/06/03		<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			
(Street)					5. If Amendment, Date of Original (Month/Day/Year)					
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	7.

	(Month/ Day/ Year)	(Month/ Day/ Year)	Code V	Amount	(A or D)	Price	Followed Reported Transaction(s) (Instr. 4 3 and 4)	Indirect (Instr. 4)
Common Stock, \$0.625 Par	1/06/03		A	3,000	A	-0-		
	(1)		J ⁽¹⁾	0.6138		(1)		
	(2)		J ⁽²⁾	77.2884		(2)		
	(3)		J ⁽³⁾	101.3487		89,236.2960		D (4) (5) (6) (7)

(1)
The acquisition of 0.6138 shares were made from 4/1/02 thru 12/13/02 at prices ranging from \$18.96 to \$27.15 per share Modine Employee Stock Ownership Plan (ESOP), which Plan is a Rule 16b-3 Plan.

(2) **The reported securities of 77.2884 Modine Common Stock Fund Units (Modine 401(k) Retirement Plan) were purchased 4/1/02 thru 1/02/03 at prices ranging from \$16.44 to \$29.01 per Unit. Each Unit consists of Modine common stock and cash components.**

(3) **The reported securities of 101.3487 Modine Common Stock Fund Units (Modine Deferred Compensation Plan) were purchased from 4/1/02 thru 1/02/03 at prices ranging from \$16.44 to \$29.01 per Unit. Each Unit consists of Modine common stock and cash components.**

(4) **Includes 26,190.7094 shares owned thru the ESOP.**

(5) **Includes 775.1778 Units owned thru the Modine 401(k) Retirement Plan. Each Unit consists of Modine common stock and cash components.**

(6) **Includes 793.4088 Units owned thru the Modine Deferred Compensation Plan. Each Unit consists of Modine common stock and cash components.**

(7) **Includes 2,730 shares owned thru a self-directed IRA.**

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)

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FORM 4 (continued)	Table II — Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)												
	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. Pri of Derivativ Security (In 5)
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options with tandem tax withholding rights	\$30.00	1/19/94			A		5,000		1/19/1994	1/19/2004	Common Stock	5,000	
Options with tandem tax withholding rights	\$28.50	1/18/95			A		5,000		1/18/1995	1/18/2005	Common Stock	5,000	
Options with tandem tax withholding rights	\$22.75	1/17/96			A		6,000		1/17/1996	1/17/2006	Common Stock	6,000	
Options with tandem tax withholding rights	\$25.25	1/15/97			A		6,000		1/15/1997	1/15/2007	Common Stock	6,000	
Options with tandem tax withholding rights	\$33.9375	1/21/98			A		7,500		1/21/1998	1/21/2008	Common Stock	7,500	
Options with tandem	\$33.25	1/20/99			A		7,500		1/20/1999	1/20/2009	Common Stock	7,500	

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tax withholding rights											
Options with tandem tax withholding rights	\$25.00	1/19/00		A	7,500		1/19/2000	1/19/2010	Common Stock	7,500	
Options with tandem tax withholding rights	\$23.25	1/17/01		A	7,500		1/17/2001	1/17/2011	Common Stock	7,500	
Options with tandem tax withholding rights	\$22.78	1/16/02		A	10,000		1/16/2002	1/16/2012	Common Stock	10,000	
Options with tandem tax withholding rights	\$18.53	1/06/03		A	5,600		1/06/2003	1/06/2013	Common Stock	5,600	

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/ Rudy W. Possehl

January 9, 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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