



**Edgar Filing: MODINE MANUFACTURING CO - Form 4**

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 Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable      Expiration Date	Title      Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KATZFEY CHARLES R			Group Vice President	

## Signatures

/s/D. R. Zakos, Attorney-in-Fact for C. R. Katzfey      05/04/2005

\_\_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 1,039.4309 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account (47.9145 units purchased between 3/10/05 and 5/04/05), 1,592.1937 units of Modine common stock indirectly held in the Registrant's (1) Modine Deferred Compensation PAn account (8.0180 units purchased and 0.9510 units deducted for account maintenance), 4,050.1211 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account (decreased by 0.1699 units due to account maintenance fees) and 4,088.6760 shares of Modine common stock held through Modine's Dividend Reinvestment Plan 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.