

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 |
| BULLMORE ROBERT S | | | Corporate Controller | |

Signatures

/s/D. R. Zakos, Attorney-in-Fact for R. S. Bullmore 07/21/2005

__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).

On July 20, 2005, the Registrant was granted 250 shares of Modine common stock. All of these shares are immediately 100% vested and unrestricted. The total includes 646.2260 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement

- (1) Plan account, 339.3356 units of Modine common stock indirectly held in the Registrant's Modine Deferred Compensation Plan account (0.2038 units were deducted for July's account maintenance fees) and 10,867.0146 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account (0.1371 units were deducted for July's account maintenance fees).

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.