

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 |
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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Amount or Number of Shares |
|--------------------------------|---------------|-----------|-------------------------------|-------|----------------------------|
| | Director | 10% Owner | Officer | Other | |
| DEVUONO ANTHONY C | | | VP & Chief Technology Officer | | |

Signatures

/s/D.R. Zakos, Attorney-in-Fact for A.C.
 DeVuono 06/01/2006
__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 2,995.9491 units of Modine common stock indirectly held in the Reporting Persons Modine 401(k) Retirement Plan (1) account, 1,584.6162 units of Modine common stock indirectly held in the Reporting Persons Modine Deferred Compensation Plan account and 2,472.7281 units of Modine common stock indirectly held in the Reporting Persons Modine Stock Fund 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.