



Edgar Filing: MODINE MANUFACTURING CO - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(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)	Amount or Number of Shares
Employee stock option (right to buy)	\$ 28.5	11/10/2004		M/K	3,000	01/18/1995 01/18/2005	Modine common stock	3,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAHL GARY A			Enviro nm, Health & Safety Officer	

**Signatures**

/s/D. R. Zakos, Attorney-in-Fact for G.  
 A. Fahl 11/12/2004  
 \*\*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).
- (1) This total includes 1,051.8655 units of Modine common stock indirectly held in the Registrant's Modine 401(k) Retirement Plan account (64.0817 units were purchased between 5/11/04 and 11/03/04 at various prices) and 4,931.7268 units of Modine common stock indirectly held in the Registrant's Modine Stock Fund account (28.9814 shares were purchased on 9/02/04 before the ESOP account became an unitized stock fund account at the end of September. The conversion was based on 1 share equals 1.185058 units).

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.