

MODINE MANUFACTURING CO
 Form 4
 February 05, 2003

FORM 4

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

OMB
 APPROVAL
 OMB
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 4 or
 Form 5
 obligations may
 continue.
 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)				
Rayburn, D. B.			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)				
						President and Chief Executive Officer				
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Day/Year				
Modine Manufacturing Company						1/31/03				
1500 DeKoven Avenue			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group (Check Applicable Line)				
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				
Racine WI 53403			Table I— Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
(City)	(State)	(Zip)								
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: Beneficially Owned (D) or	7.

	(Month/ Day/ Year)	(Month/ Day/ Year)	Code V	Amount	(A) or (D)	Price	Followed Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)	Indirect (Instr. 4)
Common Stock, \$0.625 Par	1/31/03		S	2,900	D	46,278.7681	(1) (2) (3)	D

(4)
Includes 8,216.9954 shares owned thru the ESOP.
(5) Includes 2,293.1554 Units owned thru the Modine 401(k) Retirement Plan. Each Unit consists of Modine common stock and cash components.
(6) Includes 4,950.6173 Units owned thru the Modine Deferred Compensation Plan. Each Unit consists of Modine common stock and cash components.

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)

FORM 4 (continued)	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	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired	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

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	ative Security	(Month/Day/Year)	(Month/Day/Year)			quired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Year)		Title	Amount or Number of Shares	ity (In 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date			
Options with tandem tax withholding rights	\$30.00	1/19/94		A		10,000		1/19/1994	1/19/2004	Common Stock	10,000	
Options with tandem tax withholding rights	\$28.50	1/18/95		A		11,000		1/18/1995	1/18/2005	Common Stock	11,000	
Options with tandem tax withholding rights	\$22.75	1/17/96		A		15,000		1/17/1996	1/17/2006	Common Stock	15,000	
Options with tandem tax withholding rights	\$25.25	1/15/97		A		15,000		1/15/1997	1/15/2007	Common Stock	15,000	
Options with tandem tax withholding rights	\$33.9375	1/21/98		A		15,000		1/21/1998	1/21/2008	Common Stock	15,000	
Options with tandem tax withholding rights	\$33.25	1/20/99		A		20,000		1/20/1999	1/20/2009	Common Stock	20,000	
Options with tandem tax withholding	\$25.00	1/19/00		A		25,000		1/19/2000	1/19/2010	Common Stock	25,000	

rights											
Options with tandem tax withholding rights	\$23.25	1/17/01		A	25,000		1/17/2001	1/17/2011	Common Stock	25,000	
Options with tandem tax withholding rights	\$22.78	1/16/02		A	40,000		1/16/2002	1/16/2012	Common Stock	40,000	
Options with tandem tax withholding rights	\$18.53	1/06/03		A	22,400		1/06/2003	1/06/2013	Common Stock	22,400	

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/D. B. Rayburn

January 31, 2003

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See

**Signature of Reporting Person

Date

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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