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MODINE MANUFACTURING CO

Form 4

January 17, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number: January 31,

Expires:

2005 Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ZAKOS DEAN R			2. Issuer Name and Ticker or Trading Symbol MODINE MANUFACTURING CO [MOD]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/16/2007					Director 10% Owner Start Officer (give title Other (specify below) VP, Gen. Counsel and Secretary			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		n Date, if	3. Transaction Code (Instr. 8)	(Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Modine common stock	01/16/2007			A	1,850 (1)	A	\$ 27.22	0	D		
Modine common stock	01/06/2007			F	315 (2)	D	\$ 24.86	0	D		
Modine common stock	01/16/2007			F	197 (3)	D	\$ 27.22	53,013.6434 (<u>4)</u>	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock options	\$ 27.22	01/16/2007		A	5,396	01/16/2007	01/16/2017	Modine common stock	5,396

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ZAKOS DEAN R

VP, Gen. Counsel and Secretary

Signatures

/s/D.R. Zakos 01/17/2007

**Signature of Date
Reporting Person

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) These restricted shares will vest in four annual installments starting on 1/16/2008.
- (2) Shares disposed of in private transaction to issuer to cover tax withholding.
- (3) Shares disposed of in private transaction to issuer to cover tax withholding.

This total includes 1,608.3439 units of Modine common stock indirectly held in the Reporting Person's Modine 401(k) Retirement Plan account, 752.1135 units of Modine common stock indirectly held in the Reporting Person's Modine Deferred Compensation Plan account and 6,963.1486 units of Modine common stock indirectly held in the Reporting Person's 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.

Reporting Owners 2

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