

MODINE MANUFACTURING CO
 Form 4
 May 08, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
 if no longer
 subject to
 Section 16.
 Form 4 or
 Form 5
 obligations
 may continue.
 See Instruction
 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
 SECURITIES**

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

OMB APPROVAL

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(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)

 (Street)

 (City) (State) (Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/05/2007

 4. If Amendment, Date Original
 Filed(Month/Day/Year)

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify
 below)
 VP, Gen. Counsel & Secretary

 6. Individual or Joint/Group Filing(Check
 Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting
 Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction(A) or Disposed of (D) Code (Instr. 8)				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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Modine common stock	05/05/2007		F		83 ⁽¹⁾	D	\$ 23.21	0	D
Modine common stock	05/06/2007		F		132 ⁽³⁾	D	\$ 23.21	52,329.6869 ⁽²⁾	D

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

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 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				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
ZAKOS DEAN R			VP, Gen. Counsel & Secretary	

Signatures

/s/D.R. Zakos 05/08/2007
 __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) Shares disposed of in private transaction to issuer to cover tax withholding.
 This total includes 1,619.7933 units of Modine common stock indirectly held in the Reporting Person's Modine 401(k) Retirement Plan account, 756.6197 units of Modine common stock indirectly held in the Reporting Person's Modine Deferred Compensation Plan account and 7,012.2365 units of Modine common stock indirectly held in the Reporting Person's Modine Stock Fund account.
 - (2) Shares disposed of in private transaction to issuer to cover tax withholding.

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.