

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.