

MODINE MANUFACTURING CO
Form 3
December 21, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Marry Thomas F | | (Month/Day/Year) | MODINE MANUFACTURING CO [MOD] | |
| (Last) | (First) | (Middle) | 11/01/2007 | |
| 1500 DEKOVEN AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| RACINE, WI 53403 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Regional VP - Asia | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Modine Common Stock | 15,245.6659 ⁽¹⁾ | D | ∆ |
| Modine Common Stock | 1,183 | I | Held by spouse |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | 01/19/2000 | 01/19/2010 | Modine Common Stock | 3,073 | \$ 24.41 | D | Â |
| Employee Stock Option (right to buy) | 01/17/2001 | 01/17/2011 | Modine Common Stock | 3,073 | \$ 22.7 | D | Â |
| Employee Stock Option (right to buy) | 01/16/2002 | 01/16/2012 | Modine Common Stock | 4,097 | \$ 22.24 | D | Â |
| Employee Stock Option (right to buy) | 01/16/2003 | 01/16/2013 | Modine Common Stock | 4,302 | \$ 18.09 | D | Â |
| Employee Stock Option (right to buy) | 01/20/2004 | 01/20/2014 | Modine Common Stock | 3,511 | \$ 28.48 | D | Â |
| Employee Stock Option (right to buy) | 01/20/2004 | 01/20/2014 | Modine Common Stock | 4,683 | \$ 28.48 | D | Â |
| Employee Stock Option (right to buy) | 01/18/2005 | 01/18/2015 | Modine Common Stock | 3,244 | \$ 30.82 | D | Â |
| Employee Stock Option (right to buy) | 01/18/2005 | 01/18/2015 | Modine Common Stock | 3,875 | \$ 30.82 | D | Â |
| Employee Stock Option (right to buy) | 01/17/2006 | 01/17/2016 | Modine Common Stock | 2,560 | \$ 32.61 | D | Â |
| Employee Stock Option (right to buy) | 01/16/2007 | 01/16/2007 | Modine Common Stock | 3,471 | \$ 27.22 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marry Thomas F 1500 DEKOVEN AVENUE RACINE, WI 53403 | Â | Â | Â Regional VP - Asia | Â |

Signatures

/s/ Catherine S. Powell -Attorney-in-fact for Thomas F.
Marry

12/21/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 includes 893.333 units of Modine common stock indirectly held in the Reporting Person's Modine 401(k) Retirement Plan account and 509.3326 units of Modine common stock indirectly held in the Reporting Person's Modine Deferred Compensation Plan account.

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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