

MODINE MANUFACTURING CO  
 Form 3  
 November 07, 2008

**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 <b>and</b> Ticker or Trading Symbol	
Â KELSEY MARGARET C		(Month/Day/Year)	MODINE MANUFACTURING CO [MOD]	
(Last)	(First)	(Middle)	11/01/2008	
MODINE MANUFACTURING CO, Â 1500 DEKOVEN AVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
RACINE, Â WI Â 53403			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			VP ? Corp Dev, G C & Secretary	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**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)
Common Stock	10,480 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Options (right to buy) with tandem tax withholding rights	04/01/2001	04/01/2011	Common Stock	3,000	\$ 25.8125	D	Â
Options (right to buy) with tandem tax withholding rights	01/16/2002	01/16/2012	Common Stock	6,000	\$ 22.78	D	Â
Options (right to buy) with tandem tax withholding rights	01/06/2003	01/06/2013	Common Stock	3,400	\$ 18.09	D	Â
Options (right to buy) with tandem tax withholding rights	01/20/2004	01/20/2014	Common Stock	5,000	\$ 28.48	D	Â
Options (right to buy) with tandem tax withholding rights	01/18/2005	01/18/2015	Common Stock	4,200	\$ 30.82	D	Â
Options (right to buy) with tandem tax withholding rights	01/17/2006	01/17/2016	Common Stock	1,400	\$ 32.61	D	Â
Options (right to buy) with tandem tax withholding rights	01/16/2007	01/16/2017	Common Stock	2,000	\$ 27.22	D	Â
Options (right to buy) with tandem tax withholding rights	02/11/2008	02/11/2018	Common Stock	5,800	\$ 13.33	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELSEY MARGARET C MODINE MANUFACTURING CO 1500 DEKOVEN AVE RACINE, WI 53403	Â	Â	Â VP ? Corp Dev, G C & Secretary	Â

## Signatures

Margaret C.  
Kelsey

11/05/2008

\*\*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) Includes 310 units owned through the Modine 401(k) Retirement Plan as of 10/31/08. Each unit consists of Modine common stock and cash components.

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.