Wollenberg Scott D Form 4 November 06, 2017

#### FORM 4

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

OMB Number: 3235-0287

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

11/03/2017

11/03/2017

stock

stock

Common

1. Name and Address of Reporting Person * Wollenberg Scott D				2. Issuer Name and Ticker or Trading Symbol MODINE MANUFACTURING CO [MOD]					g	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle) 1500 DEKOVEN AVE.				UVIONIN/Day/rear)					_	Director 10% Owner _X_ Officer (give title Other (specify below) VP - CTO		
				Filed(Month/Day/Year)					A	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
RACINE, WI 53403				Ī					F	Form filed by More than One Reporting Person		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (									y Owned			
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transacti Code (Instr. 8)	omr] (In		sed of		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)
	Common stock	11/03/2017			M	2,0	000	A	\$ 13.33	66,920 (1)	D	
	Common stock	11/03/2017			S	2,0	000	D	\$ 23.5491	64,920 (1)	D	
	Common	11/03/2017			М	1	414	٨	\$ 0.26	60 334 (1)	D	

4,414

4,414

Α

M

S

\$ 9.26

69,334 (1)

64,920 (1)

D

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. Transaction Code (Instr. 8)	Transaction Derivative Code Securities		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 option	\$ 13.33	11/03/2017		M	2,000	<u>(2)</u>	02/11/2018	Common stock	2,000	
Employee stock option	\$ 9.26	11/03/2017		M	4,414	(3)	06/11/2020	Common stock	4,414	

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Wollenberg Scott D							
1500 DEKOVEN AVE.			VP - CTO				
RACINE, WI 53403							

### **Signatures**

Michael B. Lucareli, Attorney in Fact 11/06/2017

\*\*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 915 units of Modine common stock held in the Reporting Person's Modine 401(k) Retirement Plan account.
- (2) This option vested in four equal installments on February 2, 2008, 2009, 2010, and 2011.
- (3) This option vested in four equal installments on June 11, 2010, 2011, 2012, and 2013.

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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