

McBurney Matthew J
 Form 4
 December 01, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 McBurney Matthew J

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)
 1500 DEKOVEN AVE.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2017

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP, Strategic Planning and Dev

RACINE, WI 53403

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

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

(City) (State) (Zip)

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 Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common stock | 11/30/2017 | | M | | 1,000 | A | \$ 13.33 |
| | | | | | 32,321 | (1) | D |
| Common stock | 11/30/2017 | | S | | 1,000 | D | \$ 22.9704 |
| | | | | | 31,321 | (1) | D |
| Common stock | 11/30/2017 | | M | | 2,522 | A | \$ 9.26 |
| | | | | | 33,843 | (1) | D |
| Common stock | 11/30/2017 | | S | | 2,522 | D | \$ 22.9704 |
| | | | | | 31,321 | (1) | D |

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

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(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) | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee stock option | \$ 13.33 | 11/30/2017 | | M | 1,000 | (2) 02/11/2018 | Common stock | 1,000 |
| Employee stock option | \$ 9.26 | 11/30/2017 | | M | 2,522 | (3) 06/11/2020 | Common stock | 2,522 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McBurney Matthew J 1500 DEKOVEN AVE. RACINE, WI 53403 | | | VP, Strategic Planning and Dev | |

Signatures

Michael B. Lucareli, Attorney
in Fact
Date: 12/01/2017

**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 320 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 11, 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.

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