

MODINE MANUFACTURING CO

Form 4

June 03, 2016

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 *
Bowser Scott L

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)
05/31/2016

____ Director ____ 10% Owner
 ____X____ Officer (give title below) ____ Other (specify below)

VP - Asia & Global Procurement

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

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

RACINE, WI 53403

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common stock	05/31/2016		A	(A) or (D) Amount 14,144 (1)	\$ 0	96,612 (2)	D
Common stock	06/02/2016		F	716 (3)	\$ 10.41	95,896 (2)	D
Common stock	06/02/2016		F	981 (3)	\$ 10.41	94,915 (2)	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)

number.

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	\$ 10	05/31/2016		A	15,374	<u>(4)</u> 05/31/2026	Common stock	15,374

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bowser Scott L 1500 DEKOVEN AVE. RACINE, WI 53403	VP - Asia & Global Procurement

Signatures

Margaret C. Kelsey, Attorney
in Fact 06/03/2016

__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 stock award will vest in four equal annual increments commencing on 5/31/17.
- (2) This total includes 4449 units of Modine common stock held in the Reporting Person's Modine 401(k) Retirement Plan account.
- (3) Shares disposed of in a private transaction to cover tax withholding.
- (4) This option will vest in four equal annual increments commencing on 5/31/17.

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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