

MODINE MANUFACTURING CO  
 Form 4  
 January 10, 2003

FORM 4

UNITED STATES SECURITIES AND  
 EXCHANGE COMMISSION  
 Washington, DC 20549

OMB  
 APPROVAL  
 OMB  
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[ ] Check this box if  
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 Section 16. Form  
 4 or  
 Form 5  
 obligations may  
 continue.  
 See Instruction  
 1(b).

STATEMENT OF CHANGES IN  
 BENEFICIAL OWNERSHIP

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. Issuer Name <b>and</b> Ticker or Trading Symbol                               |                                   |  | 6. Relationship of Reporting to Issuer<br>(Check all applicable)  |   |  |                           |    |
| Hetrick, R. L.                           |         |          | Modine Manufacturing Company - MODI  |                                   |  | <input type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> Other (specify below) |   |  |                           |    |
|  |         |          |  |                                   |  | V.P., Human Resources   |   |  |                           |    |
| (Last)                                   | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)    |                                   | 4. Statement for Month/Day/Year                    |   | 7. Individual or Joint/Group (Check Applicable Line)  |  |                           |    |
| Modine Manufacturing Company             |         |          | 301-34-9191  |                                   | 1/06/03  |   | <input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |                           |    |
| 1500 DeKoven Avenue                      |         |          |  |                                   | 5. If Amendment, Date of Original (Month/Day/Year) |   |   |  |                           |    |
| (Street)                                 |         |          |  |                                   |  |   |   |  |                           |    |
| 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  | 2A. Deemed Execution Date, if any | 3. Transaction Code (Instr. 8)                     | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   |   | 5. Amount of Securities Beneficially Owned | 6. Ownership Form: (D) or | 7. |

|                           | (Month/<br>Day/<br>Year) | (Month/<br>Day/<br>Year) | Code V           | Amount   | (A<br>or<br>D) | Price          | Followed<br>Reported<br>Transaction(s)<br>(Instr. 4<br>3<br>and<br>4) | Indirect<br>(Instr. 4) |
|---------------------------|--------------------------|--------------------------|------------------|----------|----------------|----------------|---|------------------------|
| Common Stock, \$0.625 Par | 1/06/03                  |                          | A                | 3,000    | A              | -0-            |   |                        |
|                           | (1)                      |                          | J <sup>(1)</sup> | 69.1839  |                | (1)            |   |                        |
|                           | (2)                      |                          | J <sup>(2)</sup> | 136.3562 |                | (2)            |   |                        |
|                           | (3)                      |                          | J <sup>(3)</sup> | 244.5420 |                | 21,729.3867    |   | D                      |
|                           |                          |                          |                  |          |                | (4) (5)<br>(6) |   |                        |

(1)  
**The reported securities of 69.1839 Modine Common Stock Fund Units (Modine 401(k) Retirement Plan) were purchased 4/1/02 thru 1/02/03 at prices ranging from \$16.44 to \$29.01 per Unit. Each Unit consists of Modine common stock and cash components.**  
 (2) **The reported securities of 136.3562 Modine Common Stock Fund Units (Modine Deferred Compensation Plan) were purchased from 4/1/02 thru 1/02/03 at prices ranging from \$16.44 to \$29.01 per Unit. Each Unit consists of Modine common stock and cash components.**  
 (3) **The reported securities of 244.5420 shares were acquired between June and December 2002 at various prices pursuant to a dividend reinvestment plan available to all Modine Manufacturing Company's shareholders.**  
 (4) **Includes 779.3968 Units owned thru the Modine 401(k) Retirement Plan. Each Unit consists of Modine common stock and cash components.**  
 (5) **Includes 746.6239 Units owned thru the Modine Deferred Compensation Plan. Each Unit consists of Modine common stock and cash components.**  
 (6) **Includes 1,651.3660 shares owned pursuant to a dividend reinvestment plan available to all Modine Manufacturing Company's shareholders.**

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(Over)  
 SEC 1474  
 (9-02)

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| FORM 4<br>(continued)                                  | Table II — Derivative Securities Acquired, Disposed of, or Beneficially<br>(e.g., puts, calls, warrants, options, convertible securities) |   |   |  |   |  |     |  |                         |   |  |   |  |
|--|---|---|---|--|---|--|-----|--|-------------------------|---|--|---|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)    | 2. Conver-<br>sion or<br>Exercise<br>Price of<br>Deri-<br>vative<br>Security  | 3. Trans-<br>action<br>Date<br><br>(Month/<br>Day/<br>Year) | 3A.<br>Deemed<br>Execution<br>Date, if<br>any<br><br>(Month/<br>Day/<br>Year) | 4. Trans-<br>action<br>Code<br>(Instr.8) |   | 5. Number<br>of Deriv-<br>ative<br>Securities<br>Ac-<br>quired<br>(A) or Dis-<br>posed of<br>(D)<br>(Instr. 3,<br>4 and 5) |     | 6. Date Exer-<br>cisable and<br>Expiration<br>Date<br>(Month/Day/<br>Year) |                         | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |  | 8. Price<br>of<br>Deri-<br>vative<br>Secu-<br>rity<br>(Instr.<br>5) |  |
|  |   |   |   | Code                                     | V | (A)  | (D) | Date<br>Exer-<br>cisable   | Expira-<br>tion<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |
| Options<br>with tandem<br>tax<br>withholding<br>rights | \$30.00   | 1/19/94   |   | A  |   | 3,000  |     | 1/19/<br>1994  | 1/19/<br>2004           | Common<br>Stock   | 3,000                                  |   |  |
| Options<br>with tandem<br>tax<br>withholding<br>rights | \$28.50   | 1/18/95   |   | A  |   | 3,000  |     | 1/18/<br>1995  | 1/18/<br>2005           | Common<br>Stock   | 3,000                                  |   |  |
| Options<br>with tandem<br>tax<br>withholding<br>rights | \$22.75   | 1/17/96   |   | A  |   | 3,000  |     | 1/17/<br>1996  | 1/17/<br>2006           | Common<br>Stock   | 3,000                                  |   |  |
| Options<br>with tandem<br>tax<br>withholding<br>rights | \$25.25   | 1/15/97   |   | A  |   | 3,000  |     | 1/15/<br>1997  | 1/15/<br>2007           | Common<br>Stock   | 3,000                                  |   |  |
| Options<br>with tandem<br>tax<br>withholding<br>rights | \$33.9375   | 1/21/98   |   | A  |   | 6,000  |     | 1/21/<br>1998  | 1/21/<br>2008           | Common<br>Stock   | 6,000                                  |   |  |
| Options<br>with tandem                                 | \$33.25   | 1/20/99   |   | A  |   | 6,000  |     | 1/20/<br>1999  | 1/20/<br>2009           | Common<br>Stock   | 6,000                                  |   |  |

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|  |         |         |  |   |       |  |           |           |              |       |  |
|--|---------|---------|--|---|-------|--|-----------|-----------|--------------|-------|--|
| tax withholding rights                     |         |         |  |   |       |  |           |           |              |       |  |
| Options with tandem tax withholding rights | \$25.00 | 1/19/00 |  | A | 6,000 |  | 1/19/2000 | 1/19/2010 | Common Stock | 6,000 |  |
| Options with tandem tax withholding rights | \$23.25 | 1/17/01 |  | A | 6,000 |  | 1/17/2001 | 1/17/2011 | Common Stock | 6,000 |  |
| Options with tandem tax withholding rights | \$22.78 | 1/16/02 |  | A | 8,000 |  | 1/16/2002 | 1/16/2012 | Common Stock | 8,000 |  |
| Options with tandem tax withholding rights | \$18.53 | 1/06/03 |  | A | 5,600 |  | 1/06/2003 | 1/06/2013 | Common Stock | 5,600 |  |

Explanation of Responses:

The plans under which these options were granted, which complies with Rule 16b-3, allows for the provision of tax withholding rights. The Reporting Person is a participant in the Modine Employee Stock Ownership Plan (ESOP), Modine Common Stock Fund Units and the Modine Manufacturing Company Pension Trusts. The entities (with the exception of the Modine Common Stock Fund) are also Reporting Persons pursuant to Section 16(a) and files separate statements. Shares held by the Reporting Person in the Plan or Trust are reported on this Statement and on statements filed by the Plan.

/s/ Roger L. Hetrick

January 9, 2003

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

\*\*Signature of Reporting Person

Date

See

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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