#### **BURKE THOMAS ANDREW**

Form 4 July 08, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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)

1. Name and Address of Reporting Person * BURKE THOMAS ANDREW			2. Issuer Name and Ticker or Trading Symbol MODINE MANUFACTURING CO [MOD]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	3. Date of Earliest Transaction (Month/Day/Year) 07/06/2011					Director 10% OwnerX_ Officer (give title Other (specify below) President and CEO						
				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			
RACINE, V							Form filed by More than One Reporting Person					
(City)	(State)	Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	any		med on Date, if Day/Year)	Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct Indirect  (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)			
Common stock	07/06/2011			Code V A	Amount 12,254 (1)	(D)	Price \$ 0	122,887 (2)	D			
Common stock	07/06/2011			F	4,068 (3)	D	\$ 15.5	118,819 (2)	D			

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

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	on Date		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	T:41-	or Namelana		
								ate o	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Director 10% Owner Other

**BURKE THOMAS ANDREW** 1500 DEKOVEN AVE. RACINE, WI 53403

President and CEO

### **Signatures**

Margaret C. Kelsey, Attorney in Fact

07/08/2011

\*\*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).

The performance period for Performance Stock under the long-term incentive compensation plan initiated in May 2008 terminated in calendar 2011. The amount of the award varied based upon the achievement of Threshold, Target or Maximum levels. Under that plan, the Company used two measures to determine the payouts- earnings per share ("EPS") growth and total shareholder return ("TSR"). The

- (1) Company's TSR, which measured the Company's performance relative to the performance of the Standard & Poor's 500, needed to be at the 35th percentile for awards to be earned at the Threshold level. The Company's TSR for the relevant period was at the 38.5th percentile at 0.84 percent, as measured by an independent third party. As a result, in accordance with the long-term incentive compensation plan, the Company issued shares of unrestricted stock at approximately 60 percent of the Target.
- (2) This total includes 279 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.

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.

Reporting Owners 2