

MODINE MANUFACTURING CO
Form 4
June 06, 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 *
KELSEY MARGARET C

2. Issuer Name and Ticker or Trading Symbol
MODINE MANUFACTURING CO [MOD]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Gen Counsel & Secretary

(Last) (First) (Middle)
MODINE MANUFACTURING CO, 1500 DEKOVEN AVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2016

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common stock	06/03/2016		F	1,039 (1) D \$ 10.06	76,108 (2)	D	
Common stock	06/03/2016		A	3,090 (3) A \$ 0	79,198 (2)	D	
Common stock	06/03/2016		F	1,081 (1) D \$ 10.06	78,117 (2)	D	
Common stock	06/05/2016		F	1,754 (1) D \$ 10.06	76,363 (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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELSEY MARGARET C MODINE MANUFACTURING CO 1500 DEKOVEN AVE RACINE, WI 53403			VP, Gen Counsel & Secretary	

Signatures

Margaret C. Kelsey 06/06/2016

**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) Shares disposed of in a private transaction to cover tax withholding.
- (2) This total includes 318 units of Modine common stock held in the Reporting Person's Modine 401(k) Retirement Plan account.

The performance period for Performance Stock under the long-term incentive compensation plan initiated in June 2013 terminated in calendar 2016. The amount of the award varied based upon the achievement of Threshold, Target or Maximum levels. Under that plan, the Company used three measures to determine the payouts: Three-Year Average ROACE ("ROACE"), Annual Revenue Growth, and Asia Operating Income. The Company's ROACE for the performance period was 8.4%, which exceeded the Threshold level for that performance measure. As a result, in accordance with the long-term incentive compensation plan, the Company issued shares of unrestricted stock at approximately 26% of the Target.

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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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