

McBurney Matthew J
 Form 4
 March 07, 2019

FORM 4

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

OMB APPROVAL

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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)
 03/06/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Strat 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	03/06/2019		M	3,788 A \$ 10	50,343 ⁽¹⁾	D	
Common stock	03/06/2019		S	3,788 D \$ 14.7464	46,555 ⁽¹⁾	D	
Common stock	03/06/2019		M	1,200 A \$ 10.4	47,755 ⁽¹⁾	D	
Common stock	03/06/2019		S	1,200 D \$ 14.7024	46,555 ⁽¹⁾	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. Amount or Number of Shares
Employee stock option	\$ 10	03/06/2019		M	3,788	(2) 05/31/2026	Common stock	3,788
Employee stock option	\$ 10.4	03/06/2019		M	1,200	(3) 06/03/2023	Common stock	1,200

Reporting Owners

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

Signatures

Sylvia A. Stein, Attorney
in Fact 03/07/2019

**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 vests in four equal installments on May 31, 2017, 2018, 2019, and 2020.
- (3) This option vested in four equal installments on June 3, 2014, 2015, 2016, and 2017.

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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