Edgar Filing: MODINE MANUFACTURING CO - Form 4

MODINE MANUFACTURING CO

Form 4 June 06, 2016

FORM 4

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

2. Issuer Name and Ticker or Trading

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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0.5

burden hours per response...

5. Relationship of Reporting Person(s) to

Form 5 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 *

McBurney Matthew J				Symbol MODINE MANUFACTURING CO [MOD]					Issuer (Check all applicable)				
				(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 06/03/2016				Director 10% Owner _X_ Officer (give title Other (specify below) VP, Commercial Products Group				
	RACINE, W	(Street)		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					
	(City) (State) (Zip) Table I - Non-Derivative					erivative	re Securities Acquired, Disposed of, or Beneficially Owned						
	1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	Code (Instr. 8)	4. Securities Acquired for(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
	Common stock	06/03/2016			F	448 (1)	D	\$ 10.06	27,580 (2)	D			
	Common stock	06/03/2016			A	1,367 (3)	A	\$0	28,947 (2)	D			
	Common stock	06/03/2016			F	447 (1)	D	\$ 10.06	28,500 (2)	D			
	Common stock	06/05/2016			F	696 (1)	D	\$ 10.06	27,804 (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)

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. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	nber Expiration Date		Amou	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	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date				
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

McBurney Matthew J 1500 DEKOVEN AVE. RACINE, WI 53403

VP, Commercial Products Group

Signatures

Margaret C. Kelsey, Attorney in Fact

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 320 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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