

MODINE MANUFACTURING CO  
Form 8-K  
July 25, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act  
of 1934**

Date of Report (Date of earliest event reported): **July 22, 2005**

<b>Modine Manufacturing Company</b>		
(Exact name of registrant as specified in its charter)		

<b>Wisconsin</b>	<b>1-1373</b>	<b>39-0482000</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

<b>1500 DeKoven Avenue, Racine, Wisconsin</b>	<b>53403</b>
Address of principal executive offices	Zip Code

Registrant's telephone number, including area code:	<b>(262) 636-1200</b>
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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.01 Completion of Acquisition or Disposition of Assets.**

On July 22, 2005 Modine Manufacturing Company announced the completion of the spin off of its Aftermarket business and immediate merger of the spun off business into Transpro, Inc. to form a combined company named Proliance International, Inc. The press release is attached as an exhibit hereto.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99	Press Release.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

<b>Modine Manufacturing Company</b>
By: /s/ D.B. Rayburn
D.B. Rayburn President and Chief Executive Officer
By: /s/ D.R. Zakos
D.R. Zakos Vice President, General Counsel and Secretary

Date: July 25, 2005

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99	Press Release dated July 22, 2005 announcing the spin off and merger of Modine's Aftermarket Business into Transpro, Inc. and the forming of a new company named Proliance International, Inc.