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MODINE MANUFACTURING CO

Form S-8 POS

October 28, 2002

Registration No. 333-48292

As filed with the Securities and Exchange Commission on October 28, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MODINE MANUFACTURING COMPANY
(Exact name of registrant as specified in its charter)

WISCONSIN
(State or other jurisdiction of
incorporation or organization)

39-0482000
(I.R.S. Employer
Identification No.)

1500 DeKoven Avenue
Racine, Wisconsin 53403
(Address of principal executive offices) (Zip Code)

Modine 401(k) Retirement Plan for Salaried Employees
(Full title of the plan)

DEAN R. ZAKOS
Vice President, General Counsel and Secretary
Modine Manufacturing Company
1500 DeKoven Avenue
Racine, Wisconsin 53403
(Name and address of agent for service)

(262) 636-1200
(Telephone number, including area code, of agent for service)

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EXPLANATORY NOTE

The purpose of this Post-Effective Amendment to this Registration Statement is to note that:

- The Registrant has merged the savings or 401(k) plans of certain subsidiaries of the Registrant, insofar as such plans provide for employees classified as salaried, into the Modine 401(k) Retirement Plan for Salaried Employees (the "Salaried 401(k) Plan"), with the Salaried 401(k) Plan being the surviving and continuing plan.

- 258,865 shares of the Registrant's Common Stock, par value \$0.625 per share (the "Common Stock") that were registered under this Registration Statement for the Salaried 401(k) Plan but that, as of the date hereof, have not been issued thereunder, are carried forward to the Registrant's new Registration Statement on Form S-8 (Registration No. 333-100772) filed to register additional shares of Common Stock issuable under the Salaried 401(k) Plan, leaving no shares registered under this Registration Statement.

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----- D. J. Kuester, Director	----- Date
V. L. Martin* -----	October 25, 2002 -----
V. L. Martin, Director	Date
G. L. Neale* -----	October 25, 2002 -----
G. L. Neale, Director	Date
M. C. Williams* -----	October 25, 2002 -----
M. C. Williams, Director	Date
M. T. Yonker* -----	October 25, 2002 -----
M. T. Yonker, Director	Date

*By: DEAN R. ZAKOS

Dean R. Zakos, attorney-in-fact
for each of the persons indicated

POWER OF ATTORNEY

Each of the persons whose signatures appear below, hereby

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appoints Dean R. Zakos and Margaret C. Kelsey, or either of them, as his or her true and lawful attorneys, to sign, in his or her name and on his or her behalf and in any and all capacities stated below, and to cause to be filed with the Securities and Exchange Commission (the "Commission"), this Post-Effective Amendment on Form S-8 (the "Post-Effective Amendment") and any and all related amendments, including later post-effective amendments, that either of such attorneys shall deem necessary or advisable to enable the registrant to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Commission with respect thereto, in connection with this Post-Effective Amendment, which amendments may make such changes as either of the above-named attorneys deems appropriate, and to comply with the undertakings of the registrant made in connection with this Post-Effective Amendment or its related registration statement, and each of the undersigned hereby ratifies all that either of said attorneys shall do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, the undersigned have signed these presents effective the 16th day of October, 2002.

/s/ D. R. JOHNSON

D. R. Johnson, Chairman and
Chief Executive Officer
(Principal Executive
Officer) and Director

/s/ R. S. BULLMORE

R. S. Bullmore, Corporate
Controller and Acting Chief
Financial Officer (Acting
Principal Financial and
Accounting Officer)

/s/ D. R. ZAKOS

D. R. Zakos, Vice President,
General Counsel and Secretary

/s/ R. J. DOYLE

R. J. Doyle, Director

/s/ F. P. INCROPERA

F. P. Incropera, Director

/s/ F. W. JONES

F. W. Jones, Director

/s/ D. J. KUESTER

D. J. Kuester, Director

/s/ V. L. MARTIN

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V. L. Martin, Director

/s/ G. L. NEALE

G. L. Neale, Director

/s/ M. C. WILLIAMS

M. C. Williams, Director

/s/ M. T. YONKER

M. T. Yonker, Director

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Racine, State of Wisconsin, on this 25th day of October, 2002.

MODINE 401(K) RETIREMENT PLAN

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FOR SALARIED EMPLOYEES

DAVE B. SPIEWAK

Dave B. Spiewak, Committee Member

ROGER L. HETRICK

Roger L. Hetrick, Committee Member

DEAN R. ZAKOS

Dean R. Zakos, Committee Member