Edgar Filing: Weber Robert F Jr - Form 4

Weber Robe Form 4	rt F Jr										
September 2	7, 2010										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							N OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont	^{ger} STATEN 6. or Filed pur ^{ns} Section 17(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							Expires: January 31 Expires: 2005 Estimated average burden hours per response 0.5		
<i>See</i> Instru 1(b).		30(h)	of the I	nvestmen	t Compai	ny Act of 1	1940				
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> Weber Robert F Jr			2. Issuer Name and Ticker or Trading Symbol WOODWARD GOVERNOR CO [WGOV]				5. Relationship of Reporting Person(s) to Issuer				
							(Check all applicable)				
(Last) (First) (Middle) 1000 E. DRAKE ROAD			3. Date of Earliest Transaction (Month/Day/Year) 09/24/2010				Director 10% Owner X Officer (give title Other (specify below) below)				
1000 L. DK			0912412	2010			CFO & Treasurer				
		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 					
FORT COL	LINS, CO 80525)					Person	infore than one re	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4) Amount	(A) or of (D)	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)		
Reminder: Rep	ort on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
					inforn requi	nation con red to resp ays a curre	spond to the collect tained in this form ond unless the fo ntly valid OMB co	n are not rm	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. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities]
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	5

8. De Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year	r) (Instr. 8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				II)	
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Phantom								Woodward Governor			
Stock Units	<u>(1)</u>	09/24/2010		A	20.171	<u>(1)</u>	<u>(1)</u>	Company Common Stock	20.171	\$	
Reporting Owners											
Reporting	Owner Name / A	ddress	Rela	tionships							
Reporting Owner Name / Addres		Directo	r 10% Owner	Officer		Other					
	bert F Jr RAKE ROAD ILLINS, CO 80			CFO & Tr	easurer						
Signa	tures										

Jody L. Harrell, by Power of Attorney

09/27/2010

**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).

On December 18, 2009, the reporting person elected to have a portion of his base salary for each pay period in calendar year 2010 deferred and denominated in Company stock under the Woodward Executive Benefit Plan (the "Plan"). Phantom stock units are accrued under the Plan and are to be settled in 100% stock on a one-for-one basis at the distribution date specified at the time of election, or if

(1) earlier, upon separation from the Company. Each share of phantom stock is the economic equivalent of one share of Company stock. The total shown represents the dollar amount of deferrals divided by the current share price and, therefore, the number of shares reported may fluctuate from period to period. The total shown also includes phantom stock units acquired in connection with dividend reinvestments, supplemental excess benefit contributions, and other acquisitions made under the Executive Benefit Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.