

GENDRON THOMAS A

Form 4

March 15, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GENDRON THOMAS A

(Last) (First) (Middle)

1081 WOODWARD WAY

(Street)

FORT COLLINS, CO 80524

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Woodward, Inc. [WWD]

3. Date of Earliest Transaction  
(Month/Day/Year)

03/13/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Woodward,<br>Inc.<br>Common<br>Stock  | 03/13/2019                              |                                                             | M                                    | 8,500                                                                   | A \$ 32.04                                                                                                         | 234,890                                                                 | D                                                                 |
| Woodward,<br>Inc.<br>Common<br>Stock  | 03/13/2019                              |                                                             | S <sup>(1)</sup>                     | 8,400                                                                   | D \$ 93.9298                                                                                                       | 226,490                                                                 | D                                                                 |
| Woodward,<br>Inc.<br>Common<br>Stock  | 03/13/2019                              |                                                             | S <sup>(1)</sup>                     | 100                                                                     | D \$ 94.47                                                                                                         | 226,390                                                                 | D                                                                 |

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|                                      |            |                         |       |   |                                 |                         |                                                                   |
|--------------------------------------|------------|-------------------------|-------|---|---------------------------------|-------------------------|-------------------------------------------------------------------|
| Woodward,<br>Inc.<br>Common<br>Stock | 03/14/2019 | M                       | 8,500 | A | \$ 32.04                        | 234,890                 | D                                                                 |
| Woodward,<br>Inc.<br>Common<br>Stock | 03/14/2019 | <u>S</u> <sup>(1)</sup> | 8,500 | D | <u>\$ 94.308</u> <sup>(3)</sup> | 226,390                 | D                                                                 |
| Woodward,<br>Inc.<br>Common<br>Stock | 03/15/2019 | M                       | 7,010 | A | \$ 32.04                        | 233,400                 | D                                                                 |
| Woodward,<br>Inc.<br>Common<br>Stock | 03/15/2019 | <u>S</u> <sup>(1)</sup> | 7,010 | D | <u>\$ 95.355</u> <sup>(4)</sup> | 226,390                 | D                                                                 |
| Woodward,<br>Inc.<br>Common<br>Stock |            |                         |       |   |                                 | 20,303.51<br><u>(5)</u> | I<br><br>Held in the<br>Woodward<br>Retirement<br>Savings<br>Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and An<br>Underlying Sec<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                 | Date Exercisable    Expiration Date    Title                   |                                                       |
|                                                     |                                                                    |                                         |                                                             | Code    V    (A)    (D)              |                                                                                                                 |                                                                |                                                       |
| Nonqualified<br>Stock Option<br>(right to buy)      | \$ 32.04                                                           | 03/13/2019                              |                                                             | M                                    | 8,500                                                                                                           | 10/01/2011 <sup>(6)</sup> 09/30/2020 <sup>(6)</sup>            | Woodward,<br>Inc.<br>Common<br>Stock                  |

|                                                |          |            |   |       |                           |                           |                                      |
|------------------------------------------------|----------|------------|---|-------|---------------------------|---------------------------|--------------------------------------|
| Nonqualified<br>Stock Option<br>(right to buy) | \$ 32.04 | 03/14/2019 | M | 8,500 | 10/01/2011 <sup>(6)</sup> | 09/30/2020 <sup>(6)</sup> | Woodward,<br>Inc.<br>Common<br>Stock |
| Nonqualified<br>Stock Option<br>(right to buy) | \$ 32.04 | 03/15/2019 | M | 7,010 | 10/01/2011 <sup>(6)</sup> | 09/30/2020 <sup>(6)</sup> | Woodward,<br>Inc.<br>Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                   |       |
|-----------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                 | Director      | 10% Owner | Officer           | Other |
| GENDRON THOMAS A<br>1081 WOODWARD WAY<br>FORT COLLINS, CO 80524 | X             |           | President and CEO |       |

## Signatures

Rebecca L. Dees, by Power of  
Attorney

03/15/2019

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 6, 2018.
- The reporting person executed a trade order through a broker-dealer which resulted in multiple same day, same way open market sales, with prices ranging from \$93.47 to \$94.41 per share. The reporting person has reported these sales on an aggregate basis using the
- (2) weighted average price for the transactions. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.
- The reporting person executed a trade order through a broker-dealer which resulted in multiple same day, same way open market sales, with prices ranging from \$94.05 to \$94.66 per share. The reporting person has reported these sales on an aggregate basis using the
- (3) weighted average price for the transactions. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.
- The reporting person executed a trade order through a broker-dealer which resulted in multiple same day, same way open market sales, with prices ranging from \$95.23 to \$96.15 per share. The reporting person has reported these sales on an aggregate basis using the
- (4) weighted average price for the transactions. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.
- (5) The information in this report regarding the number of shares held by the reporting person in the Woodward Retirement Savings Plan (the "Plan") is based on a calculation as of February 19, 2019.
- (6) Options which expire September 30, 2020 became exercisable as to 25% of the shares on October 1, 2011 and each one-year anniversary thereafter.

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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