

Edgar Filing: WOODWARD GOVERNOR CO - Form 4

WOODWARD GOVERNOR CO
 Form 4
 January 28, 2003

----- UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 FORM 4 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).
 (Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
 Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* 2. Issuer Name AND Ticker or Trading Symbol 6. R

Carter Stephen P. Woodward Governor Company/WGOV --
 ----- X
 (Last) (First) (Middle) 3. I.R.S. Identification 4. Statement for
 Number of Reporting Month/Day/Year
 Person, if an entity
 (voluntary) Exe
 5001 N. Second Street January 27, 2003 Off

 (Street) 5. If Amendment, 7.
 Date of Original
 (Month/Day/Year) _X_

Rockford IL 61111

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reporting Transaction (Instr. and 4)
			Code V	Amount	(A) or (D)	Price	
Woodward Governor Company Common Stock	01/27/03	01/27/03	P(*)	133	A	\$37.54	2,663
Woodward Governor Company Common Stock							2,807

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(*) Purchase pursuant to an established Rule 10b5-1 Plan--Officer Stock Purchase

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(e.g., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired or Disposed (Instr. 8)
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Code V (A)

Phantom Stock Units	1-for-1	11/23/2001			
Nonqualified Stock Option (right to buy)	\$47.72	10/07/2002			

7. Title and Amount of 8. Price of 9. Number of 10. Ownership 11. Nature of

