#### WOODWARD GOVERNOR CO

Form 4

December 09, 2004

<b>FORM</b>	1								OMB AP	PROVAL	
Washington, D.C. 20549							OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or  STATEMENT OF CHANGES IN BENEFICIAL OF SECURITIES							Expires: January 3 200 Estimated average burden hours per response 0.				
Form 5 obligations may continuous See Instruct 1(b).	ue. Section 170	(a) of the l		lity Holdi	ng Com	pany	Act of	Act of 1934, 1935 or Section			
(Print or Type Res	sponses)										
Rittenberg Larry E Syn			Symbol	•				5. Relationship of Reporting Person(s) to Issuer			
		WOODWARD GOVERNOR CO [WGOV]					(Check all applicable)				
(Last) (First) (Middle) 3. Date of 1 (Month/Da 5001 N. SECOND STREET 12/01/20								_X_ Director 10% Owner Officer (give title below) Other (specify below)			
(Street) 4. If Amend Filed(Month				ndment, Date Original th/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			
ROCKFORD.	, IL 61111						j	Person	ore man one kep	orting	
(City)	(State)	(Zip)	Table	I - Non-De	rivative S	ecurit	ies Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Day/Yea	r) Execution	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	(A) or	d 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)	
Woodward Governor Company Common Stock	12/01/2004			A	82	A	•	182	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

**OMB APPROVAL** 

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#### 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		4.	5.	6. Date Exer		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onNumber	Expiration D		Amount		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	_	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIISti
					4, and 5)						
					4, and 3)						
								A	mount		
						D.	E	01	r		
						Date	Expiration	Title N	umber		
						Exercisable	Date	01			
				Code V	(A) (D)				hares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Rittenberg Larry E 5001 N. SECOND STREET ROCKFORD, IL 61111	X						

### **Signatures**

Carol J. Manning, by power of 12/09/2004 attorney

\*\*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).

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.

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