WOODWARD GOVERNOR CO

Form 4

November 16, 2006

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

(Print or Type Responses)

1. Name and Address of Reporting Person *</br>HALBROOK JOHN A	2. Issuer Name **and** Ticker or Trading Symbol</br>WOODWARD GOVERNOR CO [WGOV]	5. Relationship of Reporting Person(s) to Issuer</br></br>(Check all applicable)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)</br>11/15/2006	__X__ Director _____ 10% Owner</br>_____ Officer (give title _____ Other (specify</br>below) below)
5001 N. SECOND STREET</br>(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)</br>_X_ Form filed by One Reporting Person</br>___ Form filed by More than One Reporting Person
ROCKFORD, IL 61111		

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Woodward Governor Company Common Stock	11/15/2006		F/K		33,182 (1)	D	$ 37.96	33,750	D	
Woodward Governor Company Common Stock	11/16/2006		M/K		160,800 (2)	A	$ 7.83	194,550	D	
Woodward Governor	11/16/2006		F/K	V	45,575 (3)	D	$ 37.96	148,975	D	

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Company
Common
Stock

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

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*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 (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Nonqualified Stock Options	$ 7.83	11/16/2006		M/K			160,800	11/18/1997	11/18/2006	Common Stock	16

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALBROOK JOHN A 5001 N. SECOND STREET ROCKFORD, IL 61111	X			

Signatures

Kathleen A. Waelti by Power of Attorney	11/16/2006
**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)   Shares delivered in payment of exercise price incident to the exercise of a security issued in accordance with Rule 16b-3.

(2)   Shares received incident to the exercise of a security issued in accordance with Rule 16b-3.

(3)   Shares withheld to cover the tax liability incident to the exercise of a security issued in accordance with Rule 16b-3.

(4)   Transaction is the exercise of a derivative security; exercise price reported in column 2.

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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