

HALBROOK JOHN A
Form 4
October 19, 2010

FORM 4

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

OMB APPROVAL

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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 *
HALBROOK JOHN A

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/15/2010

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

FORT COLLINS, CO 80525
(City) (State) (Zip)

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

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 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Woodward Governor Company Common Stock | 10/15/2010 | | M | 274 ⁽¹⁾ A | \$ 7.9534 | 1,702,240 | D |
| Woodward Governor Company Common Stock | 10/15/2010 | | F | 69 ⁽²⁾ D | \$ 31.53 | 1,702,171 | D |
| Woodward Governor | 10/15/2010 | | S | 200 ⁽³⁾ D | \$ 31.7447 | 1,701,971 | D |

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The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 3, 2010.

- (2) Shares delivered to the Company in payment of exercise price incident to the exercise of a security issued in accordance with Rule 16b-3.
- (3) Shares sold to cover tax liability incident to the exercise of a security issued in accordance with Rule 16b-3.
- (4) Options, which expire in October 2012, became exercisable at the rate of 25% per year beginning 10/07/2003.

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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