Weber Robe Form 5 November 1								
FORM	15					OMB A	APPROVAL	
Check th	UNITED is box if	STATES SE	CURITIES A Washington, 1	ND EXCHANGE D.C. 20549	COMMISSION	OMB Number: Expires:	3235-0362 January 31,	
to Section Form 4 o 5 obligati may cont <i>See</i> Instru 1(b).	n 16. r Form ANN ions inue. uction	OW	NERSHIP OF	EHANGES IN BE SECURITIES Securities Exchar	Estimated burden ho	Expired: 2005 Estimated average burden hours per response 1.0		
· · ·	Holdings Section 17	(a) of the Pub	lic Utility Hold	ing Company Act Company Act of 19	of 1935 or Sectio	on		
1. Name and A Weber Rob	Address of Reporting pert F Jr	Syr W(2. Issuer Name and Ticker or Trading 5. Re Symbol Issue WOODWARD GOVERNOR CO [WGOV]			elationship of Reporting Person(s) to r (Check all applicable)		
(Last)	(First) ((Me	Statement for Issuer onth/Day/Year) /30/2010	r's Fiscal Year Ended	Director X Officer (giv below)	e title Oth below)	% Owner her (specify	
1000 E. DF	RAKE ROAD				CF	O & Treasurer		
	(Street)		f Amendment, Dat cd(Month/Day/Year)	Month/Day/Year)			int/Group Reporting k applicable line)	
FORT COI	LLINS, CO 80)525			_X_ Form Filed by Form Filed by Person	One Reporting More than One I		
(City)	(State)	(Zip)	Table I - Non-De	erivative Securities A	cauired. Disposed a	of. or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. r, if Transaction Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	port on a separate lin eficially owned direc		contained	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.				
	Tab			ired, Disposed of, or body of the state of t				

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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	Derivative Security				or Dispose (D) (Instr. 3, 4 and 5)					
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	Â	03/01/2010	Â	A	0.093	Â	(1)(2)	(1)(2)	Woodward Governor Company Common Stock	0.093
Phantom Stock Units	Â	06/01/2010	Â	A	21.647	Â	(1)(3)	(1)(3)	Woodward Governor Company Common Stock	21.647
Phanton Stock Units	Â	09/01/2010	Â	A	21.904	Â	(1)(4)	(1)(4)	Woodward Governor Company Common Stock	21.904

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting o where i valie / i valiess	Director	10% Owner	Officer	Other		
Weber Robert F Jr 1000 E. DRAKE ROAD FORT COLLINS, CO 80525	Â	Â	CFO & Treasurer	Â		
Signatures						
Jody L. Harrell, by Power of		11/15/2010				

Attorney 11/15/2010

<u>**</u>Signature of Reporting Person

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).

Date

Represents dividends reinvested in phantom stock units under the terms of the Woodward Executive Benefit Plan (the "Plan"). Phantom stock units are accrued under the Plan and are to be settled in 100% stock on a one-for-one basis at the distribution date specified at the

- (1) time of election, or if earlier, upon separation from the Company. The total shown represents the dollar amount of dividends reinvested divided by the then current share price and, therefore, the number of shares reported may fluctuate from period to period. The total shown also includes phantom stock units acquired in connection with supplemental excess benefit contributions, and other acquisitions made under the Plan.
- (2) On March 1, 2010, dividends received by the reporting person in respect of phantom stock units held under the Plan were reinvested in Company stock under the Plan.

- (3) On June 1, 2010, dividends received by the reporting person in respect of phantom stock units held under the Plan were reinvested in Company stock under the Plan.
- (4) On September 1, 2010, dividends received by the reporting person in respect of phantom stock units held under the Plan were reinvested in Company stock under the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.