Woodward, Inc. Form 4											
November 17, 20	)15										
FORM 4	L								PPROVAL		
	UNITED	STATES		RITIES A			COMMISSIO	N OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATEM Filed pur Section 17(		Section T Public U	SECUI	Estimated a burden hou response	urs per					
(Print or Type Respo	onses)										
1. Name and Addre GENDRON TH	Symbol	er Name <b>an</b> vard, Inc.		Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last)	(First) (Middle) 3. Date of Earliest Transaction						(Check an applicable)				
1000 E. DRAKE ROAD			(Month/Day/Year) 11/13/2015				X Director 10% Owner X Officer (give title Other (specify below) below) President and CEO				
	4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>							
FORT COLLIN	S, CO 80525	5					Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	ransaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report of	n a separate line	e for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.				
					inforn requir	nation cont ed to response ays a curre	spond to the colle lained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	(A) or Disposed (D) (Instr. 3, 4, and					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Phantom Stock	<u>(1)</u>	11/13/2015		А		10,919.274		(1)	<u>(1)</u>	Woodward, Inc. Common Stock	10,91

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GENDRON THOMAS A 1000 E. DRAKE ROAD FORT COLLINS, CO 80525	Х		President and CEO					
Signatures								

## Signatures

Rebecca L. Dees, by Power of Attorney

\*\*Signature of Reporting Person

11/17/2015 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).

The reporting person participates in the Woodward Executive Benefit Plan and has elected to have a portion of his Long Term Incentive Plan bonus deferred and denominated in Company stock. Phantom stock units are accrued under the Plan and are to be settled in 100%

 stock on a one-for-one basis upon separation from the Company. The total shown represents the dollar amount of deferrals divided by the current share price and, therefore, the number of shares reported may fluctuate from period to period. The total shown also includes shares acquired under the Company's Dividend Reinvestment Plan.

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.