

Edgar Filing: GENDRON THOMAS A - Form 5

GENDRON THOMAS A
 Form 5
 November 13, 2002

 FORM 5

 // CHECK BOX IF NO LONGER ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
 SUBJECT TO SECTION 16. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1
 FORM 4 OR FORM 5 OBLI- Section 17(a) of the Public Utility Holding Company Act of 1935
 GATIONS MAY CONTINUE. Section 30(h) of the Investment Company Act of 1940
 SEE INSTRUCTION 1(b).

 // FORM 3 HOLDINGS REPORTED
 // FORM 4 TRANSACTIONS REPORTED

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6.
Gendron,	Thomas	A.	Woodward Governor Company WGOV		---
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (voluntary)		X
5001 N. Second Street			4. Statement for Month/Year September 2002		---
(Street)			5. If Amendment, Date of Original (Month/Year)		X
Rockford,	IL	61111			---
(City)	(State)	(Zip)			---

 TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOS

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Am Se Be Ow en Is Fi (In an
				Amount (A) or (D) Price	
Woodward Governor Company Common Stock					
Woodward Governor Company Common Stock	09/30/02	09/30/02	A		

* If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

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TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(e.g., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion of 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)
Nonqualified Stock Option (right to buy)	\$16.625	01/10/1996			
Nonqualified Stock Option (right to buy)	\$23.50	11/18/1996			
Nonqualified Stock Option (right to buy)	\$32.25	11/17/1997			
Nonqualified Stock Option (right to buy)	\$32.00	01/14/1998			
Nonqualified Stock Option (right to buy)	\$22.00	11/16/1998			
Nonqualified Stock Option (right to buy)	\$24.75	11/16/1999			
Nonqualified Stock Option (right to buy)	\$41.813	11/21/2000			
Nonqualified Stock Option (right to buy)	\$47.72	10/07/2002			
Phantom Stock Units	1-for-1	11/08/2002			

7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

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or Indirect

Title	Amount or Number of Shares		
Common Stock	2,880 (a)	2,880	D
Common Stock	8,000 (a)	10,880	D
Common Stock	7,954 (a)	18,834	D
Common Stock	2,990 (a)	21,824	D
Common Stock	9,000 (a)	30,824	D
Common Stock	8,000 (a) (b)	38,824	D
Common Stock	13,000 (a) (b)	51,824	D
Common Stock	20,000 (a) (b)	71,824	D
Common Stock	20,000	91,824	D
Common Stock	1,156	92,980	D

Explanation of Responses:

- (a) Grant to reporting person of option to buy shares of common stock under the Woodward Governor Company 1996 Long-Term Incentive Compensation Plan is an exempt transaction under Rule 16b-3. (b) Shares become exercisable at the rate of 25% per year beginning one year from date of grant. (1) The phantom stock units were accrued under the Woodward Governor Company Unfunded Deferred Compensation Plan No. 2 and are to be settled in 100% cash upon separation from the Company.

/s/ Thomas A. Gendron

November 12, 2002

**Signature of Reporting Person

Date

**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 provided is insufficient, SEE Instruction 6 for procedure.