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GLOYD LAWRENCE E Form 4

December 07, 2001

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). (Print or Type Responses)		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of Section 17(a) of the Public Utility Holding Company Act of 1935 Section 30(f) of the Investment Company Act of 1940								
1. Name and Addr	ess of Report	ting Person* 2	. Issuer Name 1	AND Ticker	or Trading	g Symbol	6. R			
=			Woodward Governor Company WGOV							
	(First)	(Middle) 3		l Security porting	4. Statem	. Statement for				
	(Street)				5. If Ame		-			
Rockford		61111			•					
(City)	(State)	(Zip)	TABLE I - N	ON-DERIVATI	VE SECURIT		KED, DI			
1. Title of Secu (Instr. 3)		2. Trans- action	3. Trans- action Code (Instr. 8)	ies Acquinosed of (I	5. Amo Sec Ben Own End Mon					
		Day/ Year)		V Amount			(In			
Woodward Governo.							6,			
Woodward Governo. Common Stock		11/20/2001		200		\$49.19				

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Reminder: Report on a separate line for each class of securities beneficially owned directly or i \ast If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATI CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

FORM 4 (CONTINUED) TABLE				SED OF, OR BENEFICIAL NVERTIBLE SECURITIES)		
1. Title of Derivative Security (Instr. 3)	sion or Exercise	action Date (Month/ Day/ Year)	tion Code	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5		
			Code V	(A) (D)		
Nonqualified Stock Option (right to buy)		04/26/2001				

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	Fitle and Amount Lying Securities (Instr. 3 and 4) Title	of Under- Amount or Number of	8.	Price of Deriv- ative Secur- ity (Instr.	Number of Deriv- ative Securi- ties Bene- ficially Owned at End of Month	10.	Owner- ship Form of De- rivative Secu- rity: Direct (D) or Indi- rect (I)	11.	Nature of In- direct Bene- ficial Own- ership (Instr.	4)
		Shares			(Instr. 4)		(Instr. 4)			
Comr	mon Stock	1,000(a)			1,000		D			

Explanation of Responses:

(a) Grant to reporting person of option to buy shares of common stock under the Woodward Governor Incentive Compensation Plan is an exempt transaction under Rule 16b-3.

/s/ Lawrence E. G

**Signature of Re

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.

^{**}Intentional misstatements or omissions of facts constitute
Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).