

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 1934
 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 Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol		6. R
Gloyd	Lawrence	E.	Woodward Governor Company WGOV		X
(Last)	(First)	(Middle)			--
5001 North Second Street			3. IRS or Social Security Number of Reporting Person (Voluntary)		---
(Street)			4. Statement for Month/Year		7.
			11/2001		---
Rockford	IL	61111	5. If Amendment, Date of Original (Month/Year)		X
(City)	(State)	(Zip)			---

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED, OR TRANSFERRED

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amo Sec Ben Own End Mon (In and
			(A) or (D) Price	
		Code V	Amount	
Woodward Governor Company Common Stock				6,
Woodward Governor Company Common Stock	11/20/2001	P	200 A \$49.19	

