

Edgar Filing: O NEAL RODNEY - Form 4

O NEAL RODNEY  
 Form 4  
 January 24, 2003

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 FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

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 / / Check this box if no  
 longer subject to  
 Section 16. Form 4 or  
 Form 5 obligations may  
 continue. SEE  
 Instruction 1(b).

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol	6. R
O'Neal	Rodney		Woodward Governor Company WGOV	--
(Last)	(First)	(Middle)		--
5001 N. Second Street			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year
(Street)				01/24/2003
Rockford IL 61111			5. If Amendment, Date of Original (Month/Day/Year)	7. X
(City)	(State)	(Zip)	TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI	

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Security Beneficially Owned Following Reporting Transaction (Instr. and 4)
			Code	V Amount (A) or (D) Price	

Woodward Governor Company Common Stock					4,553
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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 or Exercise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transac- tion Code (Instr. 8)	5. Number ative quired posed (Instr.
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				Code	V	(A)
Nonqualified Stock Option (right to buy)	\$36.91	01/22/03				1,000

7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form of Derivative Securities	11. Nature of Indirect Beneficia Ownership
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