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WOODWARD GOVERNOR CO

Form 4 January 27, 2003

FORM 4			UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549					
Form 5 oblig continue. S Instruction (Print or Type R	ct to Form 4 or ations may EE 1(b). esponses)	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(h) of the Investment Company Act of 1940						
1. Name and Addr								6. F
		L.						
		(Middle)	3. I.R.S. I Number o	dentificatio f Reporting if an entity	n 4.	Statement	for	
5001 N. Second S				,	_	01/23/200	3	
	(Street)					If Amendmondon Date of O: (Month/Day	riginal	
Rockford		61111						
	(State)	(Zip)	TABLE I	- NON-DERIV	ATIVE S), DI
1. Title of 2. Security (Instr. 3)	Trans- 2A. action Date (Month/	Deemed 3. Execution Date, if any	Trans- 4. action Code (Instr. 8)	Securities or Disposed (Instr. 3,	Acquire of (D) 4 and 5	5)	Secu Bene Owne ing	uriti efici ed Fo Repo
			Code V	Amount	(A) or (D)		(Ins	
	r 01/23/03		P	2,000	А	\$38.64	2,0	000

Edgar Filing: WOODWARD GOVERNOR CO - Form 4 TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES) 1. Title of Derivative Security 2. Conver- 3. Trans- 3A. Deemed 4. Transac- 5. Number sion or action Execution tion Code ative Exercise Date Date, (Instr. 8) quired Price of (Month/ if any posed Deriv- Day/ (Month/ (Instr. ative Year) Day/ (Instr. 3) Security Year) Code V (A) Nonqualified Stock Option \$36.91 01/22/03 1,00 (right to buy) -----7. Title and Amount of 8. Price of 9. Number of 10. Ownership 11. Nature of Underlying Securities Derivative Derivative Form of Indirect Security Securities Derivative Beneficial (Instr. 5) Beneficially Securities Ownership

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		_	Owned Following Reported Transaction(s) (Instr. 4)	Seneficially Owned at End of Month (Instr. 4)	(Instr. 4
Title	Amount or Number or Shares	f			
Common Stock	1,000(a)		1,000	D	
		(a) Grant to reporti	ing person of option to Governor Company 2002 S under Rule 16b-3.	buy shares of co	mmon stock

/s/ Mary L.	Petrovich	01/27/03
**Signature	of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or i

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, SEE Instruction 6 for procedure.