## WOODWARD GOVERNOR CO

Form 4

Common Stock

November 30, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL			
	Washington, D.C. 20549							MMISSION	OMB Number:	3235-028		
Check thi						Expires:	January 31					
if no longer subject to Section 16. Form 4 or				GES IN SECUR		CRSHIP OF	Estimated average burden hours per response					
Form 5 obligations may continue.  See Instruction 1(b).  Filed pursuant to Section 16(a) of the Public Utility Horizon 30(h) of the Investment of the Invest					ding Com	pany	Act of 19					
(Print or Type R	Responses)											
Benning Dennis M Symbol WOOD			Symbol		Ticker or T		Is	5. Relationship of Reporting Person(s) to Issuer				
			WOODWARD GOVERNOR CO [WGOV]					(Check all applicable)				
(Last) (First) (Middle) 1000 E. DRAKE ROAD			3. Date of Earliest Transaction (Month/Day/Year) 11/29/2007					Director 10% Owner _X_ Officer (give title Other (specify below) Group Vice President				
	(Street)			ndment, Da th/Day/Year	ate Original		A:	Individual or Joir pplicable Line)  K_Form filed by On	e Reporting Per	son		
FORT COL	LINS, CO 80525							_ Form filed by Mo erson	re than One Rep	oorting		
(City)	(State)	(Zip)	Table	e I - Non-E	Derivative S	Securi	ties Acquir	red, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Month/Day/Year) 2A. Deemed Execution Date, i any (Month/Day/Year) (Month/Day/Year)				Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (//Year) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature o Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Woodward Governor Common Stock	11/29/2007			M	6,750 (1)	A	\$ 15.4733	6,750	D			
Woodward Governor Common Stock	11/29/2007			M	6,000 (1)	A	\$ 23.8167	12,750	D			
Woodward Governor	11/29/2007			M	5,438	A	\$ 27	18,188	D			

(1)

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Woodward Governor Common Stock	11/29/2007	M	3,625 (1)	A	\$ 36.98	21,813	D
Woodward Governor Common Stock	11/29/2007	S	21,813	D	\$ 68.55	0	D

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Nonqualified Stock Plan (Right to Buy)	\$ 15.4733	11/29/2007		M		6,750	11/21/2004	11/21/2013	Common Stock	6,75
Nonqualified Stock Plan (Right to Buy)	\$ 23.8167	11/29/2007		M		6,000	11/24/2005	11/24/2014	Common Stock	6,00
Nonqualified Stock Plan (Right to Buy)	\$ 27	11/29/2007		M		5,438	11/23/2006	11/23/2015	Common Stock	5,43
Nonqualified Stock Plan (Right to Buy)	\$ 36.98	11/29/2007		M		3,625	11/15/2007	11/15/2016	Common Stock	3,62

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Benning Dennis M 1000 E. DRAKE ROAD FORT COLLINS, CO 80525

Group Vice President

**Signatures** 

Kathleen A. Waelti by Power of Attorney

11/30/2007

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* 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).
- (1) Shares received incident to the exercise of a security issued in accordance with Rule 16b-3.
- (2) Transaction is the exercise of a derivative security; exercise price reported in column 2.

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.

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