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Weber Rob	ert F Jr									
Form 4	10									
May 24, 20										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								PPROVAL		
	UNITED	STATES ST	Washington				N OMB Number:	3235-0287		
Check t			viusnington	, D.C. 20),,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			January 31,		
if no lor		MENT OF C	HANGES IN	BENEF	ICIAL O	WNERSHIP OF	Expires:	2005		
subject Section			SECU	SECURITIES				average Jrs per		
Form 4	or				response	•				
Form 5 obligation	000					nge Act of 1934,				
may cor			•	•	· ·	of 1935 or Secti	ion			
See Inst		30(h) of	the Investment	t Compai	ny Act of 1	.940				
1(b).										
(Print or Type	Responses)									
1. Name and Weber Rob		T			Relationship of Reporting Person(s) to suer					
weber Kot	eit f Ji	-	mbol OODWARD (COVED		135001				
			GODWARD (GOV]	JUVERI	NOR CO	(Check all applicable)				
(Last)	(First) (Date of Earliest T	ransaction		Director X Officer (gi		% Owner		
1000 E DI	below)			below)						
1000 E. Dr	RAKE ROAD	05	/21/2010			CFO & Treasurer				
(Street) 4. It			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
	ed(Month/Day/Yea	r)		Applicable Line)	Applicable Line) _X_ Form filed by One Reporting Person					
FORT COL	LLINS, CO 80525	5					More than One R			
		,				Person				
(City)	(State)	(Zip)	Table I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Dat		-		Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month/Day/Y	Code (Instr. 8)	Disposed (Instr. 3, 4		Beneficially Owned	(D) or Indirect (I)	Ownership		
		```	, , , ,	· · · ·	,	Following	(Instr. 4)	(Instr. 4)		
					(A)	Reported Transaction(s)				
					or	(Instr. 3 and 4)				
			Code V	Amount	(D) Price					
Reminder: Re	port on a separate line	e for each class	of securities bene	ficially ow	ned directly	or indirectly.				
						spond to the colle		SEC 1474		
				inforn	nation cont	tained in this form	n are not	(9-02)		

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

1

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(Instr. 3)	Price of Derivative Security		(Month/Day/Yea	ur) (Instr. 8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				C		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Phantom Stock Units	<u>(1)</u> (	)5/21/2010		А	22.823		<u>(1)</u>	<u>(1)</u>	Woodward Governor Company Common Stock	22.823		
Reporting Owners												
Reporting	Owner Name / Ad	dress	Relationships									
		Directo	r 10% Owner	Officer		Oth	er					
Weber Robert F Jr 1000 E. DRAKE ROAD FORT COLLINS, CO 80525			CFO & Ti	easurer								

# Signatures

Jody L. Harrell, by Power of Attorney

05/24/2010

**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).

On December 18, 2009, the reporting person elected to have a portion of his base salary for each pay period in calendar year 2010 deferred and denominated in Company stock under the Woodward Executive Benefit Plan (the "Plan"). Phantom stock units are accrued under the Plan and are to be settled in 100% stock on a one-for-one basis at the distribution date specified at the time of election, or if

(1) earlier, upon separation from the Company. Each share of phantom stock is the economic equivalent of one share of Company stock. The total shown represents the dollar amount of deferrals divided by the current share price and, therefore, the number of shares reported may fluctuate from period to period. The total shown also includes phantom stock units acquired in connection with dividend reinvestments, supplemental excess benefit contributions, and other acquisitions made under the Executive Benefit Plan.

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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