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Weber Rob	ert F Jr									
Form 4										
July 06, 201	10									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							Т	PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							N OMB Number:	3235-0287		
Check t	agor						Expires:	January 31,		
if no loi subject		MENT OF (CHANGES	NGES IN BENEFICIAL OWNERSHIP OF				2005 average		
Section	SEC	SECURITIES				urs per				
Form 4 Form 5		~						. 0.5		
obligati	000					inge Act of 1934,				
may con			•	•	· ·	t of 1935 or Section	on			
See Inst	ruction	30(n) 01	the Investm	ent Compa	iny Act of I	1940				
1(b).										
(Print or Type	Responses)									
1. Name and	2. Issuer Name	Issuer Name and Ticker or Trading			5. Relationship of Reporting Person(s) to					
Weber Rol	ymbol			Issuer						
			VOODWAR	D GOVER	NOR CO	(Check all applicable)				
		[]	WGOV]							
(Last)	(First) ((Middle) 3.	. Date of Earlies	st Transaction	1	Director		% Owner		
			Month/Day/Yea	r)		X_ Officer (give title Other (specify below) below)				
1000 E. DRAKE ROAD			07/02/2010			CFO & Treasurer				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line)				
FORT CO	LLINS, CO 80525	5				Person	More than One K	epotting		
(City)	(State)	(Zip)	Table I - No	on-Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Secur		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Da		ctionAcquire			Form: Direct	Indirect		
(Instr. 3)		any (Month/Day/	Code Year) (Instr. 3	Dispose 3) (Instr. 3)	(D) 4 and 5)	Beneficially Owned	(D) or Indirect (I)	Ownership		
		(11101111,2 u);	(induite	<i>(</i> 1115 1 1 - 0)		Following	(Instr. 4)	(Instr. 4)		
					(A)	Reported				
					or	Transaction(s) (Instr. 3 and 4)				
			Code	V Amount	(D) Price					
Reminder: Re	port on a separate line	e for each class	s of securities b	eneficially ov	vned directlv	or indirectly.				
				-	-	spond to the colle	ction of	SEC 1474		
						tained in this form		(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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year	r) (Instr. 8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				(Iı	
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Phantom								Woodward Governor			
Stock Units	<u>(1)</u>	07/02/2010		А	25.134	<u>(1)</u>	<u>(1)</u>	Company Common Stock	25.134	\$	
Reporting Owners											
Reporting	Owner Name / A	ddress	Rela	tionships							
Porting		Director	r 10% Owner	Officer		Other					
	bert F Jr RAKE ROAD ILLINS, CO 8			CFO & Ti	easurer						
Signat	turae										

Signatures

Jody L. Harrell, by Power of Attorney

07/06/2010 Date

**Signature of Reporting Person

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.