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GENDRON THOMAS A
 Form 4
 December 07, 2001

 FORM 4

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

/ / CHECK THIS BOX IF NO
 LONGER SUBJECT TO
 SECTION 16. FORM 4 OR
 FORM 5 OBLIGATIONS MAY
 CONTINUE. SEE
 INSTRUCTION 1(b).
 (Print or Type Responses)

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol		6. R
Gendron	Thomas	A.	Woodward Governor Company WGOV		--
(Last)	(First)	(Middle)			X
5001 North Second Street			3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year 11/2001	Vi
(Street)					--
Rockford	IL	61111			7.
(City)	(State)	(Zip)			X
			5. If Amendment, Date of Original (Month/Year)		---

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED, OR TRANSFERRED

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amo Sec Ben Own End Mon
			(A) or (D) Price	(In and
		Code V	Amount	
Woodward Governor Company Common Stock				1,
Woodward Governor Company Common Stock				1,

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

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 CONTROL NUMBER.

FORM 4 (CONTINUED)

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
			Code	V (A) (D)
Nonqualified Stock Option (right to buy)	\$16.625	01/10/1996		
Nonqualified Stock Option (right to buy)	\$23.50	11/18/1996		
Nonqualified Stock Option (right to buy)	\$32.25	11/17/1997		
Nonqualified Stock Option (right to buy)	\$32.00	01/14/1998		
Nonqualified Stock Option (right to buy)	\$22.00	11/16/1998		
Nonqualified Stock Option (right to buy)	\$24.75	11/16/1999		
Nonqualified Stock Option (right to buy)	\$41.813	11/21/2000		20,000
Nonqualified Stock Option (right to buy)	\$49.00	10/01/2001		
Phantom Stock Units	1-for-1	11/23/2001		

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7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of Shares			
Common Stock	2,880 (a)	2,880	D	
Common Stock	8,000 (a)	10,880	D	
Common Stock	7,954 (a)	18,834	D	
Common Stock	2,990 (a)	21,824	D	
Common Stock	9,000 (a)	30,824	D	
Common Stock	8,000 (a) (b)	38,824	D	
Common Stock	13,000 (a) (b)	51,824	D	
Common Stock	20,000 (a) (b)	71,824	D	
Common Stock	454	\$49.06 72,278	D	

Explanation of Responses:

(a) Grant to reporting person of option to buy shares of common stock under the Woodward Governor Incentive Compensation Plan is an exempt transaction under Rule 16b-3.
 (b) Shares become exercisable at the rate of 25% per year beginning one year from date of grant.
 (1) The phantom stock units were accrued under the Woodward Governor Company Unfunded Deferred Compensation Plan and will be settled in 100% cash upon separation from the company.

/s/ Thomas A. Gen

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of Re

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.

