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WOODWARD GOVERNOR CO
 Form 4
 February 08, 2002

 FORM 4

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

/X/ 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	
Pai	Lou	L.	Woodward Governor Company	WGOV	X
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year	--
5001 North Second Street				January 2002	---
(Street)				5. If Amendment, Date of Original (Month/Year)	7.
Rockford	IL	61111			Re

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, 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
Woodward Governor Company Common Stock				4, 4

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lying Securities (Instr. 3 and 4)	of Deriv- ative Secur- ity (Instr. 5)	of Deriv- ative Securi- ties Bene- ficially Owned at End of Month (Instr. 4)	ship Form of De- rivative Secu- rity: Direct (D) or Indi- rect (I) (Instr. 4)	of In- direct Bene- ficial Own- ership (Instr. 4)
Title	Amount or Number of Shares			

Common Stock	1,000 (a)		1,000	D
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Explanation of Responses: (a) Grant to reporting person of option to buy shares of common stock under the Woodward Governor Company 1996 Long-Term Incentive Compensation Plan is an exempt transaction under Rule 16b-3.

/s/ Lou L.

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

**Signature o

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.