

Edgar Filing: WOODWARD GOVERNOR CO - Form 4

WOODWARD GOVERNOR CO

Form 4

January 27, 2003

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).

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 6. R

Petrovich Mary L. Woodward Governor Company WGOV

(Last) (First) (Middle)

5001 N. Second Street

(Street)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year
01/23/2003

5. If Amendment, Date of Original (Month/Day/Year) 7. X

Rockford IL 61111

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reporting Transaction (Instr. 4 and 5)
			Code V	Amount (A) or (D) Price	
Woodward Governor Company Common Stock	01/23/03		P	2,000 A \$38.64	2,000

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TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired or Disposed (Instr. 9)
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				Code	V	(A)
Nonqualified Stock Option (right to buy)	\$36.91	01/22/03				1,000

7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form of Derivative Securities	11. Nature of Indirect Beneficial Ownership
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[illegible]

Explanation of Responses: (a) Grant to reporting person of option to buy shares of common stock under the Woodward Governor Company 2002 Stock Option Plan is an exempt transaction under Rule 16b-3.

/s/ Mary L. Petrovich	01/27/03
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**Signature of Reporting Person	Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, SEE Instruction 6 for procedure.