

HALBROOK JOHN A
Form 4
August 17, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HALBROOK JOHN A

(Last) (First) (Middle)
1081 WOODWARD WAY
(Street)
FORT COLLINS, CO 80524

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Woodward, Inc. [WWD]

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2017

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Woodward, Inc. Common Stock	08/04/2017		J ⁽¹⁾	V 29,186 A \$ 0	350,520.999	D	
Woodward, Inc. Common Stock	08/15/2017		S	1,556 D \$ 70	348,964.999	D	
Woodward, Inc. Common Stock	08/16/2017		M	5,700 A \$ 32.73	354,664.999	D	

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Woodward, Inc. Common Stock	08/16/2017	S	7,144	D	\$ 70.0232 <u>(2)</u>	347,520.999	D	
								By Benita K. Halbrook as trustee for the John A. Halbrook Grantor Retained Annuity Trust
Woodward, Inc. Common Stock						162,707 <u>(1)</u>	I	
								By self as co-trustee for The Benita K. Halbrook Living Trust
Woodward, Inc. Common Stock						79,980	I	
								By self as trustee for the Benita K. Halbrook 2015 Grantor Retained Annuity Trust
Woodward, Inc. Common Stock						102,000	I	
								By self as holder of note <u>(3)</u>

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

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(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and A Underlying S
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 32.73	08/16/2017	M		5,700		11/16/2008 ⁽⁴⁾	11/15/2017 ⁽⁴⁾	Woodward Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALBROOK JOHN A 1081 WOODWARD WAY FORT COLLINS, CO 80524		X		

Signatures

Rebecca L. Dees, by Power of Attorney
 08/17/2017
 **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).
- (1) The Reporting Person executed a transfer of 29,186 shares held in the John A. Halbrook Grantor Annuity Trust to the John A. Halbrook Living Trust.
 The Reporting Person executed a trade order through a broker-dealer which resulted in multiple same day, same way open market sales, with prices ranging from \$70.00 to \$70.2839 per share. The reporting person has reported these shares on an aggregate basis using the weighted average price for the transactions. The reporting person undertakes to provide upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.
 - (2) The Reporting Person beneficially owns 251,681 shares sold in 2011 to The Halbrook Family Irrevocable Trust (the "Halbrook Family Trust Shares"), of which the Reporting Person's children are the beneficiaries and trustees without dispositive power with respect to the Halbrook Family Trust Shares. The Halbrook Family Trust Shares were sold by the Reporting Person in exchange for a promissory note.
 - (3) Options, which expire November 15, 2017, became exercisable at the rate of 25% per year beginning on November 16, 2008, and each one year anniversary thereafter.
 - (4)

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.