

HALBROOK JOHN A
Form 4
December 13, 2005

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

2. Issuer Name and Ticker or Trading Symbol
WOODWARD GOVERNOR CO
[WGOV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5001 N. SECOND STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2005

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

ROCKFORD, IL 61111

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

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

(City) (State) (Zip)

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)
			Code	V	Amount	(D)	Price
Woodward Governor Company Common Stock	12/12/2005		F		1,966 (1)	D	\$ 84.52 16,060
Woodward Governor Company Common Stock	12/13/2005		M		10,000 (2)	A	\$ 16.625 26,060
Woodward Governor	12/13/2005		F		3,169 (3)	D	\$ 84.52 22,891

Company
Common
Stock

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 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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Nonqualified Stock Options (right to buy)	\$ 16.625	12/13/2005		M	10,000	01/10/1996 01/10/2006	Common Stock	10,000
Phantom Stock Units	(5)	12/09/2005		A	25	(5) (5)	Common Stock	25

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALBROOK JOHN A 5001 N. SECOND STREET ROCKFORD, IL 61111	X		Chairman	

Signatures

Carol J. Manning by Power of Attorney
12/13/2005

__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).

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- (1) Shares delivered in payment of exercise price incident to the exercise of a security issued in accordance with Rule 16b-3.
- (2) Shares received incident to the exercise of a security issued in accordance with Rule 16b-3.
- (3) Shares withheld to cover the tax liability incident to the exercise of a security issued in accordance with Rule 16b-3.
- (4) Transaction is the exercise of a derivative security; exercise price reported in column 2.

- The reporting person participates in the Woodward Executive Benefit Plan and has elected to have payroll deductions deferred and
- (5) denominated in Company stock. Phantom stock units are accrued under the Plan and are to be settled in 100% stock on a one-for-one basis upon separation from the Company. Also includes dividend reinvestment shares.

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.