

HALBROOK JOHN A
Form 4
December 12, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 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)
1000 E. DRAKE ROAD
(Street)
FORT COLLINS, CO 80525

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Woodward, Inc. Common Stock | 12/10/2012 | | M | 84,000 A \$ 7.7367 | 869,110 | D | |
| Woodward, Inc. Common Stock | 12/10/2012 | | F | 41,841 D \$ 36.8 | 827,269 | D | |
| Woodward, Inc. Common Stock | 12/11/2012 | | M | 48,000 A \$ 11.9084 | 875,269 | D | |

Edgar Filing: HALBROOK JOHN A - Form 4

| | | | | | | | | |
|--------------------------------------|------------|---|--------|---|----------|------------------------|---|--|
| Woodward, Inc. Common Stock | 12/11/2012 | F | 27,384 | D | \$ 36.74 | 847,885 ⁽¹⁾ | D | |
| Woodward, Inc. Common Stock | | | | | | 206,035 | I | By self as trustee for the Benita K. Halbrook Grantor Retained Annuity Trust |
| Woodward, Inc. Common Stock | | | | | | 28,965 | I | By self as co-trustee for The Benita K. Halbrook Living Trust |
| Woodward, Inc. Common Stock | | | | | | 258,364 | I | By self as holder of note ⁽²⁾ |

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

Persons who 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.

SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Nonqualified Stock Option (right to buy) | \$ 7.7367 | 12/10/2012 | | M | 84,000 | 11/21/2004 11/21/2013 | Woodward, Inc. Common Stock |

| | | | | | | | |
|--|------------|------------|---|--------|------------|------------|--------------------------------------|
| Nonqualified Stock Option (right to buy) | \$ 11.9084 | 12/11/2012 | M | 48,000 | 11/24/2005 | 11/24/2014 | Woodward, Inc. Common Stock |
|--|------------|------------|---|--------|------------|------------|--------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HALBROOK JOHN A 1000 E. DRAKE ROAD FORT COLLINS, CO 80525 | | X | | |

Signatures

| | |
|---|------------|
| Katrina L. Jaime, by Power of Attorney | 12/12/2012 |
| <u> </u> 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) Includes 370,249 shares of Woodward common stock that are pledged in a standard margin account; 3,250 shares held in a joint account with Mr. Halbrook's son; 3,789 shares held jointly with Mr. Halbrook's mother and over which Mr. Halbrook holds power of attorney; and 193,630 shares held in the Halbrook Family Foundation.
 - (2) Mr. Halbrook beneficially owns 258,364 shares sold in 2011 to The Halbrook Family Irrevocable Trust (the "Halbrook Family Trust Shares"), of which Mr. Halbrook's children are the beneficiaries and trustees without dispositive power with respect to these shares. The Halbrook Family Trust Shares were sold by Mr. Halbrook in exchange for a promissory note in the principal amount of \$8,936,200, accruing interest at the rate of 1.5% per year.

Remarks:

This Form 4 is filed to report the transactions shown herein, to reflect Mr. Halbrook's current holdings and correct previous information.

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.