Weber Robert F Jr Form 4 May 07, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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 *

Weber Robert F Jr

(Last)

(First) (Middle)

1000 E. DRAKE ROAD

(Street)

2. Issuer Name and Ticker or Trading

Symbol

WOODWARD GOVERNOR CO [WGOV]

3. Date of Earliest Transaction (Month/Day/Year) 05/05/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

CFO & Treasurer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

FORT COLLINS, CO 80525

Execution Date, if (Month/Day/Year)

3. Code (Instr. 8)

TransactionAcquired (A) or

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

4. Securities

5. Amount of Securities Owned

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

Beneficially Following Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

Edgar Filing: Weber Robert F Jr - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock Units	(1)	05/05/2010		Ι		9,655.616		<u>(1)</u>	<u>(1)</u>	Woodward Governor Company Common Stock	9,655.6

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Weber Robert F Jr 1000 E. DRAKE ROAD FORT COLLINS, CO 80525

CFO & Treasurer

Signatures

Kathleen A. Waelti, by Power of Attorney

05/07/2010

**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).

The reporting person has elected to utilize a certain portion of investments in his Woodward Executive Benefit Plan (the "Plan") to acquire these phantom stock units under the Plan. Phantom stock units are accrued under the Plan and are to be settled in 100% stock on a one-for-one basis at a distribution date specified at the time of election, if any, or if earlier, upon separation from the Company. Each share of phantom stock is the economic equivalent of one share of Company stock. The total shown also includes phantom stock units acquired in connection with deferred wages, dividend reinvestments and supplemental excess benefit contributions made under the Executive Benefit Plan

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.

Reporting Owners 2