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Preiss Chad	Robert									
Form 4	2 2010									
December (
FORM	Л 4 _{UNITED}	STATES	SECU	RITIES A	AND EX	CHANGE	COMMISSION		PPROVAL	
	0111111			shington			001111100101	Number:	3235-0287	
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Form 4 Form 5			· · · · · · · · · · · · · · · · · · ·	1((-) - 64				response	. 0.5	
obligati	ong *						nge Act of 1934, of 1935 or Section	on		
may cor	itinue.			•	•	ny Act of 1		JII		
<i>See</i> Inst 1(b).	ruction	50(II)	or the h	livestillen	i Compan					
1(0).										
(Print or Type	Responses)									
1 Name and	Address of Reporting	Derson *	2.1	N	1		5 Palationship	of Paparting Day	rson(s) to	
Preiss Cha			2. Issue Symbol	er Name an	d Ticker or	Trading	5. Relationship of Reporting Person(s) to Issuer			
			•	WARD (GOVERN	JOR CO				
		[WGO		oo v Lita	ion co	(Check all applicable)				
(Last)	(First) (Middle)	- 3. Date of	of Earliest T	ransaction		Director	109	% Owner	
1000 E. DRAKE ROAD			(Month/Day/Year)				Officer (giv	ve title Oth below)	ner (specify	
			12/01/2	2010			below) below) President, Engine Systems			
	(Street)		4. If Amendment, Date Original			1	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)				Applicable Line)			
							X Form filed by	One Reporting P More than One R		
FORT COL	LLINS, CO 80525	5					Person	More than One K	epotting	
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deem	ed	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution	Date, if	Transactio	onAcquired		Securities	Form: Direct	Indirect	
(Instr. 3)		any (Month/Da	w/Veer)	Code (Instr. 8)	Disposed (Instr. 3, 4		•	(D) or Indirect	Beneficial Ownership	
		(WOIIII/Da	ay/1eal)	(Instr. 8)	(msu. <i>3</i> , -	f allu <i>J</i>)		(I) (Instr. 4)	(Instr. 4)	
						(A)	Reported			
						or	Transaction(s) (Instr. 3 and 4)			
				Code V	Amount	(D) Price	(
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.			
							spond to the colle		SEC 1474	
							tained in this form ond unless the for		(9-02)	
							ntly valid OMB co			
					numb					

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pi
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 				(Inst		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	12/01/2010		А		5.493		(1)(2)	(1)(2)	Woodward Governor Company Common Stock	5.493	\$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
Preiss Chad Robert 1000 E. DRAKE ROAD FORT COLLINS, CO 80525			President, Engine Systems						
Signatures									
Jody L. Harrell, by Power of									

Attorney

**Signature of Reporting Person

12/03/2010 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).

Represents dividends reinvested in phantom stock units under the terms of the Woodward Executive Benefit Plan (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 the distribution date specified at the time of election, or if earlier, upon separation from the Company. The total shown represents the dollar amount of dividends reinvested

- (1) divided by the then current share price and, therefore, the number of shares reported may fluctuate from period to period. The total shown also includes phantom stock units acquired in connection with supplemental excess benefit contributions and other acquisitions made under the Plan.
- (2) On December 1, 2010, dividends received by the reporting person in respect of phantom stock units held under the Plan were reinvested in Company common stock under the 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.