Woodward, Inc. Form 4 February 24, 2014

FORM 4

Form 4 or

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

Check this box if no longer subject to Section 16.

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

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * **Preiss Chad Robert**

(Last) (First) (Middle)

(Street)

1000 E. DRAKE ROAD

FORT COLLINS, CO 80525

2. Issuer Name and Ticker or Trading

Symbol

Woodward, Inc. [WWD]

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

02/20/2014

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

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title

below) President, Engine Systems

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) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Acquire	d, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit owr Dispos (Instr. 3, 4)	ed of		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	02/20/2014		M	16,000	` ´	\$ 11.9084	23,500	D	
Woodward, Inc. Common Stock	02/20/2014		S	16,000	D	\$ 43.35 (1)	7,500	D	
Woodward, Inc. Common Stock							13,467.127 (2)	I	Woodward Retirement Savings Plan

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisab	le and	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year	r)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			
	Derivative				or Disposed of			
	Security				(D)			
					(Instr. 3, 4,			
					and 5)			
							Expiration	
						Date Exercisable	Date	Title
				Code V	(A) (D)			
Nonqualified								Woodward,
Stock Option								Inc.
(Right to	\$ 11.9084	02/20/2014		M	16,000	$11/24/2005\underline{^{(3)}}$	11/24/2014	Common
. •								
buy)								Stock

Reporting Owners

	Relationships
Reporting Owner Name / Address	<u>-</u>

Director 10% Owner Officer Other

Preiss Chad Robert

1000 E. DRAKE ROAD President, Engine Systems FORT COLLINS, CO 80525

Signatures

Jody L. Harrell, by Power of

Attorney 02/24/2014

**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 executed a trade order through a broker-dealer which resulted in multiple same day, same way open market sales, with prices ranging from \$43.31 to \$43.44 per share. The reporting person has reported these sales on an aggregate basis using the

- (1) 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 information in this report regarding the number of shares held by Mr. Preiss in the Woodward Retirement Savings Plan is based on a calculation as of Februaru 21, 2014.

Reporting Owners 2

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(3) Options, which expire on November 24, 2014, became exercisable at the rate of 25% per year beginning November 24, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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