Woodward, Inc. Form 4 June 30, 2014

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

obligations may continue. See Instruction 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(b).

(Last)

(Instr. 3)

Security

or Exercise

1. Name and Address of Reporting Person * Rudolph James D

(Middle) (First)

1000 EAST DRAKE ROAD

FORT COLLINS, CO 80525

(Street)

2. Issuer Name and Ticker or Trading Symbol

Woodward, Inc. [WWD]

3. Date of Earliest Transaction

(Month/Day/Year) 06/27/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

4. Securities

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if (Month/Day/Year)

Code (Instr. 8)

3.

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

(A)

Beneficially Owned Following Reported

Securities

Issuer

below)

Person

5. Amount of

Director

Applicable Line)

X_ Officer (give title

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

any

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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. Derivative Conversion (Month/Day/Year) Execution Date, if

5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

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

(I)

(Instr. 4)

(Check all applicable)

below) President, Ind. Turb. Systems

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

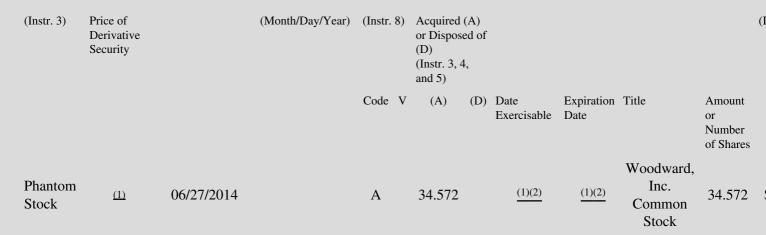
Indirect

Estimated average

burden hours per

 Γ

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rudolph James D 1000 EAST DRAKE ROAD FORT COLLINS, CO 80525

President, Ind. Turb. Systems

Signatures

Rebecca L. Theobald, by Power of Attorney

06/30/2014

**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).

Represents deferred salary invested 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% common stock on a one-for-one basis at the distribution date

- (1) specified at the time of election, or if earlier, upon separation from the Company. The total shown represents the dollar amount of salary deferred 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 amounts attributable to phantom stock units acquired in connection with reinvested dividends, supplemental excess benefit contributions, and other acquisitions made under the Plan.
- Pursuant to an election made by the reporting person to defer a portion of the reporting person's 2014 annual salary pursuant to the Plan, a portion of the reporting person's salary was invested in phantom stock units on the transaction date.

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.

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