

HALBROOK JOHN A
Form 4
September 28, 2010

FORM 4

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
WOODWARD GOVERNOR CO
[WGOV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 E. DRAKE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/27/2010

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

FORT COLLINS, CO 80525
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Woodward Governor Company Common Stock	09/27/2010		M	76,134 ⁽¹⁾ A \$ 8.1667	1,671,293	D	
Woodward Governor Company Common Stock	09/27/2010		M	8,666 A \$ 7.9534	1,679,959	D	
Woodward Governor	09/27/2010		F	22,734 ⁽²⁾ D \$ 30.38	1,657,225	D	

Company
Common
Stock

Woodward

Governor

Company 09/27/2010

S 22,843₍₃₎ D \$ 30.4184₍₃₎ 1,634,382 D

Common
Stock

Woodward

Governor

Company 09/28/2010

S 250⁽⁴⁾ D \$ 29.95 1,634,132 D

Common
Stock

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

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(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)
Nonqualified Stock Option (right to buy)	\$ 8.1667	09/27/2010		M	76,134	10/01/2002 ⁽⁵⁾ 10/01/2011	Common Stock
Nonqualified Stock Option (right to buy)	\$ 7.9534	09/27/2010		M	8,666	10/07/2003 ⁽⁶⁾ 10/07/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALBROOK JOHN A 1000 E. DRAKE ROAD	X			

FORT COLLINS, CO 80525

Signatures

Jody L. Harrell by Power of
Attorney

09/28/2010

__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).
- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 3, 2010.
 - (2) Shares delivered to the Company in payment of exercise prices incident to the exercises of securities issued in accordance with Rule 16b-3. Shares delivered cover the aggregate payment incident to the exercises of all options reported hereby.

Shares sold to cover tax liability incident to the exercises of securities issued in accordance with Rule 16b-3. Shares sold cover the aggregate tax liability incident to the exercises of all options reported hereby. The reporting person executed a trade order through a broker-dealer which resulted in multiple same day, same-way open market sales, with the prices ranging from \$30.14 to \$30.71 per share.
 - (3) The reporting person has reported these sales on an aggregate basis using the 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.
 - (4) In accordance with the terms of Mr. Halbrook's 10b5-1 plan, this amount represents additional shares that were required to be sold to cover a shortfall in required tax withholdings related to the transactions dated September 27, 2010.
 - (5) Options, which expire in October 2011, became exercisable at the rate of 25% per year beginning 10/01/2002.
 - (6) Options, which expire in October 2012, became exercisable at the rate of 25% per year beginning 10/07/2003.

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.