

WOODWARD GOVERNOR CO

Form 4

February 08, 2002

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 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* 2. Issuer Name AND Ticker or Trading Symbol 6. R

Donovan Paul

Woodward Governor Company WGOV

(Last) (First) (Middle)

3. IRS or Social Security Number of Reporting Person (Voluntary) 4. Statement for Month/Year

5001 North Second Street

January, 2002

(Street)

5. If Amendment, Date of Original (Month/Year)

Rockford IL 61111

(City) (State) (Zip)

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED, OR TRANSFERRED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount, Number of Shares, or Units (Instr. 3, 4 and 5)
			(A) or (D)	Price

Woodward Governor Company
Common Stock

1,5

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

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 CONTROL NUMBER.

FORM 4 (CONTINUED)

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
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Code	V	(A)	(D)
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Nonqualified Stock Option
 (right to buy)

\$69.22

04/26/01

Nonqualified Stock Option
 (right to buy)

\$54.57

01/23/02

1,000

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7. Title and Amount of Under-lying Securities (Instr. 3 and 4)	8. Price of Deriv-ative Secur-ity (Instr. 5)	9. Number of Deriv-ative Securi-ties Bene-ficially Owned at End of Month (Instr. 4)	10. Owner-ship Form of De-rivative Secu-rity: Direct (D) or Indi-rect (I) (Instr. 4)	11. Nature of In-direct Bene-ficial Own-ership (Instr. 4)
Title	Amount or Number of Shares			

Common Stock	1,000 (a)	1,000	D	
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Common Stock	1,000 (b)	2,000	D	
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Explanation of Responses: (a) Grant to reporting person of option to buy shares of common stock under the Woodward Governor Company 1996 Long-Term Incentive Compensation Plan is an exempt transaction under Rule 16b-3. (b) Grant to reporting person of option to buy shares of common stock under the Woodward Governor Company 2002 Stock Option Plan is an exempt transaction under Rule 16b-3.

/s/ Paul Do

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature o

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.