

Edgar Filing: WOODWARD GOVERNOR CO - Form 4

WOODWARD GOVERNOR CO
Form 4
August 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).
(Print or Type Responses)

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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name AND Ticker or Trading Symbol	6. R
Carter, Stephen P.	Woodward Governor Company WGOV	--
(Last) (First) (Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)	--
5001 North Second Street	4. Statement for Month/Year	Vic Off ---
(Street)	July 2002	7.
Rockford, IL 61111	5. If Amendment, Date of Original (Month/Year)	X ---
(City) (State) (Zip)		---

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

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amo Sec Ben Own End Mon (In and
		Code V	Amount (A) or (D) Price	
Woodward Governor Company Common Stock	07/25/02	P(*)	97 A \$51.20	2
Woodward Governor Company Common Stock				2

(*) Purchase pursuant to an established Rule 10b5-1 Plan--Officer Stock Purchase

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FORM 4 (CONTINUED)

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	4. Transac- tion Code (Instr. 8)	5. Number of Deriv- ative Securities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4, and 5)		
			Code	V	(A)	(D)
Nonqualified Stock Option (right to buy)	\$16.625	01/10/1996				11/
Nonqualified Stock Option (right to buy)	\$23.50	11/18/1996				11/
Nonqualified Stock Option (right to buy)	\$32.25	11/17/1997				11/
Nonqualified Stock Option (right to buy)	\$32.00	01/14/1998				01/
Nonqualified Stock Option (right to buy)	\$22.00	11/16/1998				11/
Nonqualified Stock Option (right to buy)	\$24.75	11/16/1999				11/
Nonqualified Stock Option (right to buy)	\$41.813	11/21/2000				11/
Nonqualified Stock Option (right to buy)	\$49.00	10/01/2001				09/
Phantom Stock Units	1-for-1	11/23/2001				

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	10. Owner- ship Form of De- rivative Secu- rities Bene- ficially Owned at	11. Nature of In- direct Bene- ficial Own- ership (Instr. 4)
Amount or				

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Title	Number of Shares	Month (Instr. 4)	End of Month (Instr. 4)
Common Stock	3,000 (a)	3,000	D
Common Stock	17,600 (b)	20,600	D
Common Stock	20,068 (b)	40,668	D
Common Stock	7,542 (b)	48,210	D
Common Stock	18,000 (b)	66,210	D
Common Stock	13,000 (b) (c)	79,210	D
Common Stock	10,000 (b) (c)	89,210	D
Common Stock	15,000 (b) (c)	104,210	D
Common Stock	21,380	\$49.06 125,590	D

Explanation of Responses:

- (a) Stock options originally granted on January 17, 1996 under the Woodward Governor Company 1996 Long-Term Incentive Compensation Plan remaining upon partial attainment of performance goals for Fiscal Year 1996. (b) 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. (c) Shares become exercisable at the rate of 25% per year beginning one year from date of grant.
- (1) The phantom stock units were accrued under the Woodward Governor Company Unfunded Deferred Compensation Plan No. 2 and are to be settled in 100% cash upon separation from the Company.

Stephen P. Carter

July 7, 2002

**Signature of Reporting Person

Date

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).

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

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