Edgar Filing: GENDRON THOMAS A - Form 4

GENDRON TH	IOMAS A										
Form 4											
November 30, 2	_										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									APPROVAL 3235-0287		
Check this b if no longer subject to Section 16. Form 4 or Form 5	STATEN	MENT O	F CHAI	NGES IN SECUI	Expires: Estimated burden hou response	urs per					
Form 5 obligations may continue. See Instruction 1(b). 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 Resp	ponses)										
1. Name and Address of Reporting Person <u>*</u> GENDRON THOMAS A			2. Issuer Name and Ticker or Trading Symbol WOODWARD GOVERNOR CO				5. Relationship of Reporting Person(s) to Issuer				
		[WGO		JUVERI	NOR CO	(Check all applicable)					
(Last) 5001 N. SECO	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/28/2005				X Director 10% Owner X Officer (give title Other (specify below) below) President & CEO					
	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
ROCKFORD,	IL 61111						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	Fransaction Date onth/Day/Year)	Execution any	Date, if	Code Disposed of (D) r) (Instr. 8) (Instr. 3, 4 and 5) (A) or		Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(D) Price					
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	-	-	-				
					inforn requir	nation cont ed to resp	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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 Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

Edgar Filing: GENDRON THOMAS A - Form 4

(Instr. 3) Price of Derivative Security			(Month/Day/Year)	(D) (Instr		or Dispose	Disposed of) istr. 3, 4,				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Nonqualified Stock Option (right to buy)	\$ 81	11/28/2005		A		20,000		<u>(1)</u>	11/28/2015	Common Stock	20,00

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GENDRON THOMAS A 5001 N. SECOND STREET ROCKFORD, IL 61111	Х		President & CEO					
Signatures								
Carol J. Manning by Power of Attorney	11/30/2005							
**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) Shares become exercisable at the rate of 25% per year beginning one year from date of grant.
- (2) Not determined at this time.

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.