## Edgar Filing: Weber Robert F Jr - Form 4

Weber Rob Form 4									
October 26, 2010 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							-	APPROVAL 3235-0287	
Check t if no lor subject Section Form 4 Form 5 obligati may cor <i>See</i> Inst 1(b).	nger to 16. or Filed put ons ntinue.								
(Print or Type	Responses)								
1. Name and Weber Rob	Address of Reporting pert F Jr	Sy W	. Issuer Name <b>and</b> mbol OODWARD ( VGOV]		-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 1000 E. DRAKE ROAD			Date of Earliest T Ionth/Day/Year) D/22/2010	ransaction		Director 10% Owner X Officer (give title Other (specify below) below) CFO & Treasurer			
(Street)			If Amendment, Davent,	-	1	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
FORT CO	LLINS, CO 80525	5				Person	More than One R	eporting	
(City)	(State)	(Zip)	Table I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	tion Date 2A. Deemed ty/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 2)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Transaction(s) (Instr. 3 and 4)			
Reminder: Re	port on a separate line	e for each class	of securities benef	Perso	ns who res	or indirectly. pond to the colle ained in this forn		SEC 1474 (9-02)	

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

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(Instr. 3)	(Instr. 3) Price of Derivative Security		(Month/Day/Year	r) (Instr. 8)	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of					(Iı
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u> 1	0/22/2010		А	20.219		<u>(1)</u>	<u>(1)</u>	Woodward Governor Company Common Stock	20.219	:
Repor	ting Own	ners									
Reporting	Owner Name / Ado	dress	Relationships								
		Director	10% Owner	Officer		Othe	er				
Weber Robert F Jr 1000 E. DRAKE ROAD FORT COLLINS, CO 80525				CFO & T	reasurer						
Signat	tures										
Jody L. H	larrell, by Power	c of									

Jody L. Harrell, by Power of Attorney

10/26/2010 Date

\*\*Signature of Reporting Person

## **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).

On December 18, 2009, the reporting person elected to have a portion of his base salary for each pay period in calendar year 2010 deferred and denominated in Company stock under the Woodward Executive Benefit Plan (the "Plan"). Phantom stock units are accrued under the Plan and are to be settled in 100% stock on a one-for-one basis at the distribution date specified at the time of election, or if

(1) earlier, upon separation from the Company. Each share of phantom stock is the economic equivalent of one share of Company stock. The total shown represents the dollar amount of deferrals divided by the current share price and, therefore, the number of shares reported may fluctuate from period to period. The total shown also includes phantom stock units acquired in connection with dividend reinvestments, supplemental excess benefit contributions, and other acquisitions made under the Executive Benefit Plan.

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.