Edgar Filing: WOODWARD GOVERNOR CO - Form 4

WOODWA Form 4 February 14	RD GOVERNOR	CO								
FORM	ЛЛ								PPROVAL	
	UNITED	Washington, D.C. 2054						N OMB Number:	3235-0287	
Check th if no lon	ger							Expires:	January 31, 2005	
subject t Section Form 4	16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons Section 17(response 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 A GENDRON	Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer					
			WOODWARD GOVERNOR CO [WGOV]				(Check all applicable)			
(Last)	Middle)	3. Date of Earliest Transaction Director 10% Owner (Month/Day/Year) Officer (give title below) Other (specify below)								
5001 N. SE		02/11/2005				President & COO				
	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						
ROCKFOR	RD, IL 61111						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V		(A) or of (D)	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 Beneficial Ownership (Instr. 4)	
Reminder: Do	port on a senarate line	for each a	ass of see	urities bene	ficially our	and directly	or indirectly			
Kenninder: Ke	port on a separate line		ass of sec	unnes bene	Perso inforn requir	ns who rest nation cont ed to resp sys a curre	spond to the colle tained in this forn 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.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 5)		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	02/11/2005	A	66	<u>(1)</u>	(1)	Common Stock	66	\$ 71.81

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
GENDRON THOMAS A 5001 N. SECOND STREET ROCKFORD, IL 61111			President & COO					
Signatures								
Carol J. Manning by Power of Attorney		02/14/2	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) Supplemental match for calendar year 2004 to the Woodward Executive Benefit Plan. Phantom stock units are accrued under the Plan and are to be settled in 100% stock on a one-for-one basis upon separation from the Company. Also includes dividend reinvestment shares.

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.