



Edgar Filing: TURNER C PHILLIP - Form 5

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 of Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4)
Nonqualified Stock Option (right to buy)	\$16.625	01/10/1996			(A)
Nonqualified Stock Option (right to buy)	\$23.50	11/18/1996			
Nonqualified Stock Option (right to buy)	\$32.25	11/17/1997			
Nonqualified Stock Option (right to buy)	\$32.00	01/14/1998			
Nonqualified Stock Option (right to buy)	\$22.00	11/16/1998			
Nonqualified Stock Option (right to buy)	\$24.75	11/16/1999			
Nonqualified Stock Option (right to buy)	\$22.00	03/21/2000	M		
Nonqualified Stock Option (right to buy)	\$41.813	11/21/2000			
Nonqualified Stock Option (right to buy)	49.00	10/01/2001			
Phantom Stock Units	1-for-1	11/08/2002			
7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned	10. Ownership of Derivative Security: Direct (D) or	11. Nature of Indirectly Beneficially Owned

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Title	Amount or Number of Shares	at End of Year (Instr. 4)	Indirect (I) (Instr. 4) or Indirect	(Ins)
Common Stock	9,980 (a)	9,980	D	
Common Stock	17,600 (a)	27,580	D	
Common Stock	18,046 (a)	45,626	D	
Common Stock	6,782 (a)	52,408	D	
Common Stock	20,000 (a)	72,408	D	
Common Stock	15,000 (a) (b)	87,408	D	
Common Stock		83,408	D	
Common Stock	5,000 (a) (b)	88,408	D	
Common Stock	10,000 (a) (b)	98,408	D	
Common Stock	6,233	104,641	D	

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) 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.

/s/ C. Phillip Turner

November 12, 2002

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\*\*Signature of Reporting Person

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Date

\*\*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 provided is insufficient, SEE Instruction 6 for procedure.