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TURNER C PHILLIP Form 5 November 13, 2002

 FORM 5			UNITED :	STATES SECUR WASHIN	RITIES AND NGTON, D.		COMMISSION	
// CHECK BOX IF NO LONGER SUBJECT TO SECTION 16. FORM 4 OR FORM 5 OBLI- GATIONS MAY CONTINUE. SEE INSTRUCTION 1(b).		6. I- Filed . Sec	Filed pursuant to Section 16(a) of the Securities Exchange Advanced Section 17(a) of the Public Utility Holding Company Act of Section 30(h) of the Investment Company Act of 19					f 1935
// FORM 3 HOLD: // FORM 4 TRAN	INGS REPORT	TED EPORTED						
1. Name and Ad	dress of Re	eporting Per	cson* 2. Iss	suer Name a	nd Ticker	: or Trading	; Symbol	6.
Turner	С.	Philli	_	Woodward G		Company WG		-
(Last)	(First)	(Middle	e) 3. IRS Num Per		ation 4. orting	. Statement Month/Year	for	-
5001 N	I. Second St	ireet		,	¬			
	(Street)						endment, of Original ch/Year)	7 .
Rockford,								
(City)	(State)	(Zip) TABLE	I NON-DE	ERIVATIVE	E SECURITIES	ACQUIRED,	DISP
Da (Mo Da		. Trans- 2A action Date (Month/	A. Deemed 3. Execution	. Transac- tion Code	4. Securi Dispos (Inst:	rities Acqui osed of (D)		5.
			Year)		Amount	(A) or (D)	Price	(
Woodward Govern								

^{*} If the form is filed by more than one reporting person, SEE Instruction $4\,(b)\,(v)$.

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TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL (e.g., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIE

1. Title of Derivative 2 Security (Instr. 3)	Conversion of Exercise Price of Derivative Security		Deemed Executition Date, if any (Month Day/Year)		Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4
					(A)
Nonqualified Stock Option (right to buy)	\$16.625	01/10/1996		 	
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	М		
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		 	

Owned

Owne

(D) or

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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	
	20,000(a)	72,408	D	
	15,000(a)(b)	87,408	D	
Common Stock		83,408	D	
Common Stock	5,000(a)(b)	88,408	D	
	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	Turne	r	November	12,	2002
**Signature	e of Rep	orting	Person	Dat	ce .	

^{**}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.