

WOODWARD GOVERNOR CO  
Form 8-K  
January 24, 2011

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report: January 24, 2011**  
**(Date of earliest event reported)**

**Woodward Governor Company**  
**(Exact name of registrant as specified in its charter)**

**DE**  
**(State or other jurisdiction**  
**of incorporation) 000-8408**  
**(Commission File Number) 36-1984010**

**(IRS Employer**  
**Identification Number)**  
**1000 East Drake Road, Fort Collins, Colorado**  
**(Address of principal executive offices) 80525**  
**(Zip Code)**  
**970-482-5811**  
**(Registrant's telephone number, including area code)**

**Not Applicable**  
**(Former Name or Former Address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02. Results of Operations and Financial Condition**

On, January 24, 2011, Woodward Governor Company (the "Registrant") reported its results of operations for its first fiscal quarter ended December 31, 2010. A copy of the news release issued by the Registrant concerning the foregoing results is furnished herewith as Exhibit 99.1 and is incorporated by reference.

**Item 9.01. Financial Statements and Exhibits**

Press release of Woodward Governor Company dated January 24, 2011

**(a) Financial statements:**

None

**(b) Pro forma financial information:**

None

**(c) Shell company transactions:**

None

**(d) Exhibits**

99.1 Press Release of Woodward Governor Company dated January 24, 2011

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 24, 2011

**WOODWARD GOVERNOR COMPANY**

By: /s/ A. Christopher Fawzy

A. Christopher Fawzy

*Corporate Vice President, General Counsel, Corporate Secretary & Chief Compliance Officer*

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**Exhibit Index** Exhibit No. Description 99.1 Press Release of Woodward Governor Company dated January 24, 2011