

WOODWARD GOVERNOR CO  
Form 8-K  
January 22, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K  
CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): January 22, 2010**

**Woodward Governor Company**

(Exact name of registrant as specified in its charter)

**Delaware**

**0-8408**

**36-1984010**

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**1000 E Drake Road, Fort Collins,  
Colorado**

**80525**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(970) 482-5811**

**Not applicable**

(former name and 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 (see General Instruction A.2.)

- 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))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On January 22, 2010, the Board of Directors of Woodward Governor Company approved a quarterly cash dividend of \$0.06 per share, payable on March 1, 2010 to shareholders of record as of February 16, 2010.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

99.1 Press release of Woodward Governor Company dated January 22, 2010

**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 thereunto duly authorized.

**WOODWARD GOVERNOR COMPANY**

Date: January 22, 2010

By: /s/ A. Christopher Fawzy

Name: A. Christopher Fawzy

Title: Corporate Vice President, General  
Counsel, Chief Compliance Officer  
and Corporate Secretary