Edgar Filing: HALBROOK JOHN A - Form 5

HALBROOK JOHN A

Form 5

November 13, 2002

FORM 5			UNITED ST		ITIES AND GTON, D.	D EXCHANGE COMMISSION C. 20549	Ŋ
// CHECK BOX IF NO LONGER SUBJECT TO SECTION 16. FORM 4 OR FORM 5 OBLI- GATIONS MAY CONTINUE. SEE INSTRUCTION 1(b).		- Filed Sec	Filed pursuant to Section 16(a) of the Securities Exchange Section 17(a) of the Public Utility Holding Company Act Section 30(h) of the Investment Company Act of			of 1935	
// FORM 3 HOLDIN							
1. Name and Add:	ress of Rep	porting Per	son* 2. Issu	er Name an	d Ticker	or Trading Symbol	6.
Halbrook						Company WGOV	
(Last)		(Middle) 3. IRS Numb Pers	Identifica er of Repo	tion 4. rting	Statement for Month/Year September 2002	}
	(Street)					5. If Amendment, Date of Original (Month/Year)	
Rockford,							
(City)	(State)	(Ziŗ) TABLE I	NON-DE	RIVATIVE	SECURITIES ACQUIRED,	 , DISPOS
(City) 1. Title of Secu	(State) urity 2.	(Zir 	TABLE I Deemed 3. Execution Date, if any ((Month/	NON-DE Transac- tion Code	RIVATIVE 4. Secur	SECURITIES ACQUIRED,	r 5. Ar Se Be Ov
(City) 1. Title of Secu	(State) urity 2.	(Zir 	TABLE I Deemed 3. Execution Date, if any ((Month/ Day/	NON-DE Transac- tion Code Instr. 8)	RIVATIVE 4. Secur Dispo (Inst:	SECURITIES ACQUIRED, ities Acquired (A) or sed of (D)	r 5. An Se Be Ov er
(City) 1. Title of Secu	(State) urity 2.	(Zip	TABLE I Deemed 3. Execution Date, if any ((Month/ Day/ Year)	NON-DE Transac- tion Code Instr. 8)	RIVATIVE 4. Secur Dispo (Inst:	SECURITIES ACQUIRED, ities Acquired (A) or sed of (D) r. 3, 4 and 5) (A) or Price	r 5. An Se Be Ov er Is Fi
(City) 1. Title of Sect (Instr. 3) Woodward Governorm	(State) urity 2.	(Zip	TABLE I Deemed 3. Execution Date, if any ((Month/ Day/ Year)	NON-DE Transac- tion Code Instr. 8)	RIVATIVE 4. Secur Dispo (Inst:	SECURITIES ACQUIRED, ities Acquired (A) or sed of (D) r. 3, 4 and 5) (A) or Price	r 5. An Se Be Ov er Is Fi

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

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL (e.g., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIE ______ 1. Title of Derivative 2. Conver- 3. Trans- 3A. Deemed 4. Trans- 5. Number of Security sion of action Executition action Derivative (Instr. 3) Exercise Date Date, if Code Securities Action Price of (Month/ any (Month (Instr. 8) quired (A) or Deriv- Day/ Day/Year) Disposed of ative Year) (D) Security (Instr. 3, 4 (A) Nonqualified Stock Option \$16.625 01/10/1996 (right to buy) ______ Nonqualified Stock Option \$23.50 11/18/1996 (right to buy) ______ Nonqualified Stock Option \$32.25 11/17/1997 (right to buy) Nonqualified Stock Option \$32.00 01/14/1998 (right to buy) Nonqualified Stock Option \$22.00 11/16/1998 (right to buy) ______ Nongualified Stock Option (right to buy) \$24.75 11/16/1999 Nonqualified Stock Option (right to buy) \$41.813 11/21/2000 Nonqualified Stock Option (right to buy) \$49.00 10/01/2001 Nonqualified Stock Option (right to buy) 47.72 10/07/2002 Phantom Stock Units 1-for-1 11/08/2002

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	Title	Amount or Number of Shares	Owned at End of Year (Instr. 4)	` '	Owne (Ins
	Stock	30,960(a)	30,960	D	
Common	Stock	53,600(b)	84,560	D	
	Stock		142,354	D	
	Stock	21,721(b)	164,075	D	
	Stock		214,075	D	
Common	Stock	35,000(b)(c)	249,075	D	
Common	Stock	40,000(b)(c)	289,075	D	
Common	Stock	50,000(b)(c)	339,075	D	
Common	Stock	25,000	364,075	D	
Common	Stock	87 , 647	451,722	D	

Explanation of Responses:

(a) Stock options originally granted on January 17, 1996 under the Woodward Governor Company 1996 Long-Term Incentive Compensation Plan remaining upon partial attainment of performance goals for Fiscal Year 1996. (b) 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. (c) 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/ Jo	hn A.	Halbrook		November	12,	2002
**Signatur	e of	Reporting	Person	Dat	te	

^{**}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.