

Edgar Filing: JEFFREY J PETER - Form 4

JEFFREY J PETER
Form 4
January 24, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

/ / Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations may
continue. SEE
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
Section 17(a) of the Public Utility Holding Company Act of 1935
Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. R
Jeffrey	J.	Peter	Woodward Governor Company	WGOV	--
(Last)	(First)	(Middle)			--
5001 N. Second Street			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year	
(Street)				01/24/2003	
Rockford	IL	61111		5. If Amendment, Date of Original (Month/Day/Year)	7. X
(City)	(State)	(Zip)	TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI		

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount o Securiti Benefici Owned Fo ing Repo Transact (Instr. and 4)
			Code	V Amount (A) or (D) Price	
Woodward Governor Company Common Stock					6,524

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TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transac- tion Code (Instr. 8)	5. Number ative quired posed (Instr
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				Code	V	(A)
Nonqualified Stock Option (right to buy)	\$36.91	01/22/03				1,000

7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form of Derivative Securities	11. Nature of Indirect Beneficia Ownership
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Title	Amount or Number of Shares	Owned Following Reported Transaction(s) (Instr. 4)	Beneficially Owned at End of Month (Instr. 4)	(Instr. 4)
Common Stock	1,000 (a)	3,000	D	

Explanation of Responses: (a) Grant to reporting person of option to buy shares of common stock under the Woodward Governor Company 2002 Stock Option Plan is an exempt transaction under Rule 16b-3.

/s/ J. Peter Jeffrey 01/24/03

 **Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

** 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 is insufficient, SEE Instruction 6 for procedure.