

Edgar Filing: WOODWARD GOVERNOR CO - Form 4

WOODWARD GOVERNOR CO  
 Form 4  
 February 08, 2002

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 FORM 4  
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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).  
 (Print or Type Responses)

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(f) of the Investment Company Act of 1940

|  |         |          |  |  |      |
|--|---------|----------|--|--|------|
| 1. Name and Address of Reporting Person*         |         |          | 2. Issuer Name AND Ticker or Trading Symbol                            |  | 6. R |
| Cassens  | Vern    | H.       | Woodward Governor Company WGOV   |  | X    |
| (Last)   | (First) | (Middle) |  |  | --   |
| 5001 North Second Street                         |         |          | 3. IRS or Social Security<br>Number of Reporting<br>Person (Voluntary) |  | ---  |
| (Street)   |         |          | 4. Statement for<br>Month/Year   |  | 7.   |
| Rockford   | IL      | 61111    | January, 2002  |  | ---  |
| (City)   | (State) | (Zip)    | 5. If Amendment,<br>Date of Original<br>(Month/Year)                   |  | X    |
| TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI |         |          |  |  |      |

| 1. Title of Security<br>(Instr. 3)        | 2. Trans-<br>action<br>Date<br><br>(Month/<br>Day/<br>Year) | 3. Trans-<br>action<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amo<br>Sec<br>Ben<br>Own<br>End<br>Mon |
|---|---|---|---|---|
|   |   | Code                                      | (A) or<br>Price   | (In<br>and                                |
| Woodward Governor Company<br>Common Stock |   |   |   | 6,9                                       |
| Woodward Governor Company<br>Common Stock |   |   |   | 16,                                       |
| Woodward Governor Company<br>Common Stock |   |   |   | 20,                                       |



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| 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities<br>Beneficially Owned<br>at End of Month<br>(Instr. 4) | 10. Ownership Form of Derivative Security:<br>Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|--|----------------------------|---|---|--|---|
| Title  | Amount or Number of Shares |   |   |  |   |
| Common Stock   | 12,480 (a)                 |   | 12,480  | D  |   |
| Common Stock   | 21,600 (b)                 |   | 34,080  | D  |   |
| Common Stock   | 1,000 (b)                  |   | 35,080  | D  |   |
| Common Stock   | 1,000 (c)                  |   | 36,080  | 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) 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/ Vern H.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

\*\*Signature of

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