

Benning Dennis M
 Form 5
 November 15, 2010

FORM 5

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
Benning Dennis M

2. Issuer Name and Ticker or Trading Symbol
WOODWARD GOVERNOR CO [WGOV]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 President, Airframe Systems

1000 E. DRAKE ROAD
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

FORT COLLINS, CO 80525

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| | Derivative Security | | | or Disposed of (D) (Instr. 3, 4, and 5) | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------|---------------------|------------|---|---|-------|-----|------------------|-----------------|--|----------------------------|
| | | | | | | | | | | |
| Phantom Stock Units | Â | 12/01/2009 | Â | A | 3.816 | Â | Â (1)(2) | Â (1)(2) | Woodward Governor Company Common Stock | 3.816 |
| Phantom Stock Units | Â | 03/01/2010 | Â | A | 3.123 | Â | Â (1)(3) | Â (1)(3) | Woodward Governor Company Common Stock | 3.123 |
| Phantom Stock Units | Â | 06/01/2010 | Â | A | 3.29 | Â | Â (1)(4) | Â (1)(4) | Woodward Governor Company Common Stock | 3.29 |
| Phantom Stock Units | Â | 09/01/2010 | Â | A | 3.278 | Â | Â (1)(5) | Â (1)(5) | Woodward Governor Company Common Stock | 3.278 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Benning Dennis M 1000 E. DRAKE ROAD FORT COLLINS, CO 80525 | Â | Â | Â President, Airframe Systems | Â |

Signatures

Jody L. Harrell, by Power of Attorney
Date: 11/15/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Represents dividends reinvested in phantom stock units under the terms of the Woodward Executive Benefit Plan (the "Plan"). Phantom stock units are accrued under the Plan and are to be settled in 100% stock on a one-for-one basis at the distribution date specified at the

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time of election, or if earlier, upon separation from the Company. The total shown represents the dollar amount of dividends reinvested divided by the then current share price and, therefore, the number of shares reported may fluctuate from period to period. The total shown also includes phantom stock units acquired in connection with supplemental excess benefit contributions, and other acquisitions made under the Plan.

- (2) On December 1, 2009, dividends received by the reporting person in respect of phantom stock units held under the Plan were reinvested in Company stock under the Plan.
- (3) On March 1, 2010, dividends received by the reporting person in respect of phantom stock units held under the Plan were reinvested in Company stock under the Plan.
- (4) On June 1, 2010, dividends received by the reporting person in respect of phantom stock units held under the Plan were reinvested in Company stock under the Plan.
- (5) On September 1, 2010, dividends received by the reporting person in respect of phantom stock units held under the Plan were reinvested in Company stock under the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.