

Woodward, Inc.
Form 5
October 21, 2016

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 *
HALBROOK JOHN A

(Last) (First) (Middle)

1081 WOODWARD WAY

(Street)

FORT COLLINS, CO 80524

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Woodward, Inc. [WWD]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

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

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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Woodward, Inc. Common Stock | 06/28/2016 | | G | 53,020 (1) D | \$ 0 0 (2) | I | By self as trustee for the Benita K. Halbbrook Grantor Retained Annuity Trust |
| Woodward, Inc. | | | | | 328,334.999 (3) | D | |

Common
Stock

Woodward,
Inc.
Common
Stock

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^

191,893 ⁽⁴⁾

I

By Benita
K.
Halbrook
as trustee
for the
John A.
Halbrook
Grantor
Retained
Annuity
Trust

Woodward,
Inc.
Common
Stock

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79,980 ⁽⁵⁾

I

By self as
co-trustee
for the
Benita K.
Halbrook
Living
Trust

Woodward,
Inc.
Common
Stock

^

^

^

^

^

^

102,000

I

By self as
trustee for
the Benita
K.
Halbrook
2015
Grantor
Retained
Annuity
Trust

Woodward,
Inc.
Common
Stock

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251,681 ⁽⁶⁾

I

By self as
holder of
note ⁽⁷⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Derivative Security | 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) or Disposed | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E I S |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------|

of (D)
(Instr. 3,
4, and 5)

| (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----|-----|------------------|-----------------|-------|----------------------------|
|-----|-----|------------------|-----------------|-------|----------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HALBROOK JOHN A 1081 WOODWARD WAY FORT COLLINS, CO 80524 | X | | | |

Signatures

| | |
|---------------------------------------|------------|
| Rebecca L. Dees, by Power of Attorney | 10/21/2016 |
| **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) 53,020 shares were gifted from the Benita K. Halbrook Grantor Retained Annuity Trust (the "B. Halbrook GRAT") to the Halbrook Family Trust. The Reporting Person has no beneficial ownership of the shares held by the Halbrook Family Trust.
- (2) Total reflects transfer, without receipt of consideration, of 42,908 shares from the B. Halbrook GRAT to the Benita K. Halbrook Living Trust (the "B. Halbrook Living Trust").
- (3) Total reflects transfer, without receipt of consideration, of 1,065 Halbrook Family Trust Shares to the John Halbrook Living Trust (the "J. Halbrook Living Trust") and 28,746 shares from the John A. Halbrook Grantor Retained Annuity Trust (the "J. Halbrook GRAT") to the J. Halbrook Living Trust. Shares held by the J. Halbrook Living Trust are reported within the Reporting Person's direct ownership.
- (4) Total reflects transfer, without receipt of consideration, of 28,746 shares from the J. Halbrook GRAT to the J. Halbrook Living Trust.
- (5) Total reflects transfer, without receipt of consideration, of 42,908 shares from the B. Halbrook GRAT to the B. Halbrook Living Trust.
- (6) Total reflects transfer, without receipt of consideration, of 1,065 Halbrook Family Trust Shares to the J. Halbrook Living Trust.
- (7) The Reporting Person beneficially owns 251,681 shares sold in 2011 to The Halbrook Family Irrevocable Trust (the "Halbrook Family Trust Shares"), of which the Reporting Person's children are the beneficiaries and trustees without dispositive power with respect to the Halbrook Family Trust Shares. The Halbrook Family Trust Shares were sold by the Reporting Person in exchange for a promissory note.

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.