

Edgar Filing: CARTER STEPHEN P - Form 5

CARTER STEPHEN P
 Form 5
 November 13, 2001

----- UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 FORM 5 WASHINGTON, D.C. 20549

/ / CHECK THIS BOX IF NO STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
 LONGER SUBJECT TO SECTION 16. FORM 4 OR Filed pursuant to Section 16(a) of the Securities Exchange Act of 1
 FORM 5 OBLIGATIONS MAY Section 17(a) of the Public Utility Holding Company Act of 1935
 CONTINUE. SEE Section 30(f) of the Investment Company Act of 1940
 INSTRUCTION 1(b).
 (Print or Type Responses)

 1. Name and Address of Reporting Person* 2. Issuer Name AND Ticker or Trading Symbol 6. R

Fulkrod Ronald E. Woodward Governor Company WGOV --

(Last) (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Year September 2001 --

5001 North Second Street

(Street) 5. If Amendment, Date of Original (Month/Year) 7. X

Rockford IL 61125-7001

(City) (State) (Zip) TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amo Sec Ben Own End Mon
		Code V	Amount (A) or (D) Price	(In and

Woodward Governor Company
 Common Stock

Woodward Governor Company 10,
 Common Stock

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the Form is filed by more than one reporting person, SEE Instruction 4(b)(v).

FORM 5 (CONTINUED)

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		
			Code	V	(A)	(D)
Nonqualified Stock Option (right to buy)	\$16.625	01/10/1996				11
Nonqualified Stock Option (right to buy)	\$23.50	11/18/1996				11
Nonqualified Stock Option (right to buy)	\$32.25	11/17/1997				11
Nonqualified Stock Option (right to buy)	\$32.00	01/14/1998				01
Nonqualified Stock Option (right to buy)	\$22.00	11/16/1998				11
Nonqualified Stock Option (right to buy)	\$24.75	11/15/1999				11
Nonqualified Stock Option (right to buy)	\$41.813	11/21/2000				11
Phantom Stock Units	1-for-1	11/21/2000				(1

7. Title and Amount of Underlying Securities	8. Price of	9. Number of Deriv-	10. Owner-ship	11. Nature of In-
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(Instr. 3 and 4)

Deriv- ative Form direct
 ative Securi- of De- Bene-
 Secur- ties rivative ficial
 ity Bene- Secu- Own-
 (Instr. ficially rities ership
 5) Owned Beneficially (Instr. 4)
 at End
 of
 Month
 (Instr. 4)

Title	Amount or Number of Shares		Owned at End of Month (Instr. 4)	Beneficially Owned at End of Month (Instr. 4)
Common Stock	2,900 (a)		2,900	D
Common Stock	8,000 (b)		10,900	D
Common Stock	1,223 (b)		12,123	D
Common Stock	459 (b)		12,582	D
Common Stock	5,000 (b)		17,582	D
Common Stock	8,000 (b)		25,582	D
Common Stock	13,000 (b)		38,582	D
Common Stock	1,943	\$41.813	40,525	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.

Ronald E.

**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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, SEE Instruction 6 for procedure.