

Weber Robert F Jr
 Form 4
 May 07, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Weber Robert F Jr

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)
 1000 E. DRAKE ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/19/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CFO & Treasurer

FORT COLLINS, CO 80525
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. ...
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Phantom Stock Units	<u>(1)</u>	01/19/2010	A		21.236		<u>(1)</u>	<u>(1)</u>	Woodward Governor Company Common Stock	21.236		
Phantom Stock Units	<u>(1)</u>	01/29/2010	A		24.263		<u>(1)</u>	<u>(1)</u>	Woodward Governor Company Common Stock	24.263		
Phantom Stock Units	<u>(1)</u>	02/12/2010	A		24.188		<u>(1)</u>	<u>(1)</u>	Woodward Governor Company Common Stock	24.188		
Phantom Stock Units	<u>(1)</u>	02/26/2010	A		21.642		<u>(1)</u>	<u>(1)</u>	Woodward Governor Company Common Stock	21.642		
Phantom Stock Units	<u>(1)</u>	03/12/2010	A		20.223		<u>(1)</u>	<u>(1)</u>	Woodward Governor Company Common Stock	20.223		
Phantom Stock Units	<u>(1)</u>	03/26/2010	A		20.106		<u>(1)</u>	<u>(1)</u>	Woodward Governor Company Common Stock	20.106		
Phantom Stock Units	<u>(1)</u>	04/12/2010	A		18.467		<u>(1)</u>	<u>(1)</u>	Woodward Governor Company Common Stock	18.467		
Phantom Stock Units	<u>(1)</u>	04/23/2010	A		17.909		<u>(1)</u>	<u>(1)</u>	Woodward Governor Company Common	17.909		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weber Robert F Jr 1000 E. DRAKE ROAD FORT COLLINS, CO 80525			CFO & Treasurer	

Signatures

Kathleen A. Waelti, by Power of Attorney	05/07/2010
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__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).

On December 18, 2009, the reporting person elected to have a portion of his base salary for each pay period in calendar year 2010 deferred and denominated in Company stock under 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 time of election, or if

(1) earlier, upon separation from the Company. Each share of phantom stock is the economic equivalent of one share of Company stock. The total shown represents the dollar amount of deferrals divided by the share price then in effect 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 dividend reinvestments and supplemental excess benefit contributions made under the Executive Benefit Plan.

Note: File three copies of this Form, one of which must be manually signed. If space 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.