

WOODWARD GOVERNOR CO  
Form 8-K  
December 02, 2010

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

November 30, 2010

Woodward Governor Company

(Exact name of registrant as specified in its charter)

Delaware

0-8408

36-1984010

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1000 East Drake Road, Fort Collins, Colorado

80525

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

970-482-5811

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 8.01 Other Events.**

As previously reported by Woodward Governor Company (the "Company") on its Current Report on Form 8-K filed on June 7, 2010, Thomas A. Gendron, Chairman of the Board and Chief Executive Officer of the Company, entered into a Rule 10b5-1 trading plan (the "Plan") with a broker to exercise options to acquire up to a specified number of shares of Company common stock and to sell some of such stock (for the purpose of paying certain tax liabilities in connection with those exercises) or all of such stock in accordance with specified terms under the Plan. Mr. Gendron terminated the Plan in accordance with its terms on November 30, 2010, prior to its scheduled termination date of December 31, 2010.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Woodward Governor Company

*December 1, 2010*

By: *A. Christopher Fawzy*

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*Name: A. Christopher Fawzy  
Title: Corporate Vice President, General Counsel, Chief  
Compliance Officer and Corporate Secretary*