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CARTER STEPHEN P
 Form 4
 December 07, 2001

 FORM 4

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

/ / CHECK THIS BOX IF NO
 LONGER SUBJECT TO
 SECTION 16. FORM 4 OR
 FORM 5 OBLIGATIONS MAY
 CONTINUE. SEE
 INSTRUCTION 1(b).
 (Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
 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
 Section 30(f) of the Investment Company Act of 1940

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. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year	X ---
5001 North Second Street				11/2001	---
(Street)				5. If Amendment, Date of Original (Month/Year)	7. _X_ ---
Rockford	IL	61111			
(City)	(State)	(Zip)			

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR TRANSFERRED

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	Amount (A) or (D) Price	(In and
Woodward Governor Company Common Stock				94
Woodward Governor Company Common Stock				10

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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).

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 CONTROL NUMBER.

FORM 4 (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				
Nonqualified Stock Option (right to buy)	\$23.50	11/18/1996				
Nonqualified Stock Option (right to buy)	\$32.25	11/17/1997				
Nonqualified Stock Option (right to buy)	\$32.00	01/14/1998				
Nonqualified Stock Option (right to buy)	\$22.00	11/16/1998				
Nonqualified Stock Option (right to buy)	\$24.75	11/15/1999				
Nonqualified Stock Option (right to buy)	\$41.813	11/21/2000				
Nonqualified Stock Option	\$49.00	10/01/2001			3,000	

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(right to buy)

Phantom Stock Units 1-for-1 11/23/2001

7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of Shares			
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) (c)	25,582	D	
Common Stock	13,000 (b) (c)	38,582	D	
Common Stock	3,000 (b) (c)	41,582	D	
Common Stock	1,979	\$49.06 43,561	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 for the 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 and are to be settled in 100% cash upon separation from the Company.

/s/ 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.

Potential persons who are to respond to the collection of information contained

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in this form are not required to respond unless the form displays a currently valid OMB Number.