

WOODWARD GOVERNOR CO

Form 4

June 02, 2008

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).

**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

OMB APPROVAL

OMB
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(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)
06/02/2008

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

FORT COLLINS, CO 80525

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common Stock	06/02/2008		M		5,000 (1)	\$ 14.1367	5,000	D
Common Stock	06/02/2008		S		200	\$ 39.04	4,800	D
Common Stock	06/02/2008		S		100	\$ 39.05	4,700	D
Common Stock	06/02/2008		S		300	\$ 39.11	4,400	D
Common Stock	06/02/2008		S		100	\$ 39.15	4,300	D

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Common Stock	06/02/2008	S	100	D	\$ 39.16	4,200	D
Common Stock	06/02/2008	S	100	D	\$ 39.165	4,100	D
Common Stock	06/02/2008	S	100	D	\$ 39.17	4,000	D
Common Stock	06/02/2008	S	200	D	\$ 39.175	3,800	D
Common Stock	06/02/2008	S	500	D	\$ 39.19	3,300	D
Common Stock	06/02/2008	S	2,400	D	\$ 39.2	900	D
Common Stock	06/02/2008	S	100	D	\$ 39.205	800	D
Common Stock	06/02/2008	S	300	D	\$ 39.22	500	D
Common Stock	06/02/2008	S	100	D	\$ 39.226	400	D
Common Stock	06/02/2008	S	100	D	\$ 39.25	300	D
Common Stock	06/02/2008	S	200	D	\$ 39.28	100	D
Common Stock	06/02/2008	S	100	D	\$ 39.306	0	D

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

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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 of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Shares

Employee

Stock

Option \$ 14.1367 06/02/2008

M

5,000

(2)

08/23/2015

Common
Stock

5,000

(Right to

Buy)

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

06/02/2008

**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) Shares received incident to the exercise of a security issued in accordance with Rule 16b-3.

(2) Options become exercisable at the rate of 25% per year beginning on 08/23/2006.

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

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