

HEENAN THOMAS W
Form 4
October 08, 2002

FORM 4

STATEMENT OF
CHANGES IN BENEFICIAL OWNERSHIP

/X/ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. SEE Instruction 1(b).

1. Name and Address of Reporting Person*

(Last) Heenan

(First) Thomas

(Middle) W.

(Street) 5001 N. Second Street

(City) Rockford

(State) IL

(Zip) 61111

2. Issuer Name and Ticker or Trading Symbol

(Issuer Name) Woodward Governor Company

(Ticker or Trading Symbol) WGOV

3. I.R.S. or Social Security Number of Reporting Person (Voluntary)

(I.D. Number)

4. Statement for Month/Day/Year

(Month/Day) 10/07

(Year) 2002

5. If Amendment, Date of Original (Month/Day/Year)

(Month/Day)

(Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

/X/

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 (Director)

 (Officer, give title below)

 (10% Owner)

 (Other, specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

/X/

 /X/ 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/	2A. Deemed Execution	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5. Amount
	Date/Year)	Date, if any (Month/Day/Year)	V	Amount (A) or Price (D)	Owned Following Reported Transaction (Instr.
Woodward Governor Company Common Stock					8,000

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Woodward Governor
Company Common Stock

800

Woodward Governor
Company Common Stock

800

Woodward Governor
Company Common Stock

4,000

Woodward Governor
Company Common Stock

5,236

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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)	
				Code	V	(A)	(D)

Nonqualified Stock Option (right to buy)	\$69.22	04/26/01					
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Nonqualified Stock Option (right to buy)	\$54.57	01/23/02					
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TABLE II CONTINUED - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF
OR BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

7. Title and Amount of Underlying Securities

10. Ownership

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(Instr. 3 and 4) ----- Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form of Deriv Securities Beneficially at End of Mon (Instr. 4)
Common Stock	1,000 (a)		1,000	D
Common Stock	1,000 (b)		2,000	D

Explanation of Responses: (a) 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. (b) Grant to reporting person of option to buy shares of common stock under the Woodward Governor Company 2002 Stock Option Plan is an exempt transaction under Rule 16b-3.

/s/ Thomas W. Heenan 10/7/2002

**Signature of Reporting Person Date

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

* 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) .

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