

Edgar Filing: CASSENS VERN H - Form 4

CASSENS VERN H
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) Cassens

(First) Vern

(Middle) H.

(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)

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

/X/

(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. Transac- tion Date (Month/ Date/Year)	2A. Deemed Execution Date, if any (Month/ Day/Year)	3. Transaction Code (Instr. 8)	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5. Amount Owned Followi Reporte Transac (Instr.
Woodward Governor Company Common Stock						6,970
Woodward Governor Company Common Stock						16,000
Woodward Governor Company Common Stock						20,000

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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, and 5)	
				Code	V	(A)	(D)
Nonqualified Stock Option (right to buy)	\$16.625	01/17/1996					
Nonqualified Stock Option (right to buy)	\$23.50	11/18/1996					
Nonqualified Stock Option (right to buy)	\$69.22	04/26/2001					
Nonqualified Stock Option (right to buy)	\$54.57	01/23/2002					

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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 (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Deriv Securities Beneficially at End of Mon (Instr. 4)
Title	Amount or Number of Shares		

Common Stock	12,480 (a)	12,480	D
Common Stock	21,600 (b)	34,080	D
Common Stock	1,000 (b)	35,080	D
Common Stock	1,000 (c)	36,080	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 goals for fiscal 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) 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/ Vern H. Cassens

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

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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.