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YONKER MICHAEL T
 Form 4
 January 24, 2003

 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
 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|--|---------|----------|---|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | 6. R |
| Yonker | Michael | T. | Woodward Governor Company WGOV | --- |
| (Last) | (First) | (Middle) | | --- |
| 5001 N. Second Street | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year |
| (Street) | | | | 01/24/2003 |
| Rockford | IL | 61111 | | 5. If Amendment, Date of Original (Month/Day/Year) |
| (City) | (State) | (Zip) | 7. X | |

| TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED, OR TRANSFERRED | | | | | |
|--|--------------------------------------|--|--------------------------------|---|---|
| 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 Reporting Transaction (Instr. and 4) |
| | | | Code | V Amount (A) or (D) Price | |
| Woodward Governor Company Common Stock | | | | | 6,036 |

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TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Deriv- ative Security | 3. Trans- action Date (Month/ Day/ Year) | 3A. Deemed Execution Date, if any (Month/ Day/ Year) | 4. Transac- tion Code (Instr. 8) | 5. Number ative quired posed (Instr. |
|---|---|---|--|--|--|
|---|---|---|--|--|--|

| | | | | Code | V | (A) |
|---|---------|----------|--|------|---|-------|
| Nonqualified Stock Option (right to buy) | \$36.91 | 01/22/03 | | | | 1,000 |

| 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially | 10. Ownership Form of Derivative Securities | 11. Nature of Indirect Beneficia Ownership |
|---|---|--|--|---|
|---|---|--|--|---|

