

WOODWARD GOVERNOR CO
 Form 4
 November 30, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Benning Dennis M

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)
 11/29/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Group Vice President

FORT COLLINS, CO 80525

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

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Woodward Governor Common Stock | 11/29/2007 | | M | (A) 6,750 (1) | \$ 15.4733 6,750 | D | |
| Woodward Governor Common Stock | 11/29/2007 | | M | (A) 6,000 (1) | \$ 23.8167 12,750 | D | |
| Woodward Governor Common Stock | 11/29/2007 | | M | (A) 5,438 (1) | \$ 27 18,188 | D | |

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| | | | | | | | |
|--------------------------------|------------|---|--------------|---|----------|--------|---|
| Woodward Governor Common Stock | 11/29/2007 | M | 3,625 (1) | A | \$ 36.98 | 21,813 | D |
| Woodward Governor Common Stock | 11/29/2007 | S | 21,813 | D | \$ 68.55 | 0 | D |

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

Persons who 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.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Nonqualified Stock Plan (Right to Buy) | \$ 15.4733 | 11/29/2007 | | M | 6,750 | 11/21/2004 11/21/2013 | Common Stock | 6,750 | |
| Nonqualified Stock Plan (Right to Buy) | \$ 23.8167 | 11/29/2007 | | M | 6,000 | 11/24/2005 11/24/2014 | Common Stock | 6,000 | |
| Nonqualified Stock Plan (Right to Buy) | \$ 27 | 11/29/2007 | | M | 5,438 | 11/23/2006 11/23/2015 | Common Stock | 5,438 | |
| Nonqualified Stock Plan (Right to Buy) | \$ 36.98 | 11/29/2007 | | M | 3,625 | 11/15/2007 11/15/2016 | Common Stock | 3,625 | |

