

GENDRON THOMAS A
 Form 4
 September 21, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 GENDRON THOMAS A

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)
 09/17/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

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 Company Common Stock	09/17/2009		M	30,000 (1) A	\$ 4.125 118,071	D	
Woodward Governor Company Common Stock	09/17/2009		S	900 (2) D	\$ 25.35 117,171	D	
Woodward Governor	09/17/2009		S	4,000 (2) D	\$ 25.355 113,171	D	

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Company Common Stock							
Woodward Governor Company Common Stock	09/17/2009	S	<u>1,600</u> (2)	D	\$ 25.36	111,571	D
Woodward Governor Company Common Stock	09/17/2009	S	<u>1,500</u> (2)	D	\$ 25.365	110,071	D
Woodward Governor Company Common Stock	09/17/2009	S	600 (2)	D	\$ 25.3675	109,471	D
Woodward Governor Company Common Stock	09/17/2009	S	<u>1,900</u> (2)	D	\$ 25.37	107,571	D
Woodward Governor Company Common Stock	09/17/2009	S	<u>1,100</u> (2)	D	\$ 25.375	106,471	D
Woodward Governor Company Common Stock	09/17/2009	S	<u>2,659</u> (2)	D	\$ 25.3775	103,812	D
Woodward Governor Company Common Stock	09/17/2009	S	500 (2)	D	\$ 25.38	103,312	D
Woodward Governor Company Common Stock	09/17/2009	S	100 (2)	D	\$ 25.385	103,212	D
Woodward Governor Company	09/17/2009	S	100 (2)	D	\$ 25.3875	103,112	D

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Common Stock							
Woodward Governor Company Common Stock	09/17/2009	S	<u>2,600</u> (2)	D	\$ 25.39	100,512	D
Woodward Governor Company Common Stock	09/17/2009	S	700 (2)	D	\$ 25.395	99,812	D
Woodward Governor Company Common Stock	09/17/2009	S	500 (2)	D	\$ 25.3975	99,312	D
Woodward Governor Company Common Stock	09/17/2009	S	275 (2)	D	\$ 25.4	99,037	D
Woodward Governor Company Common Stock	09/17/2009	S	<u>5,500</u> (2)	D	\$ 25.41	93,537	D
Woodward Governor Company Common Stock	09/17/2009	S	<u>1,000</u> (2)	D	\$ 25.415	92,537	D
Woodward Governor Company Common Stock	09/17/2009	S	600 (2)	D	\$ 25.4175	91,937	D
Woodward Governor Company Common Stock	09/17/2009	S	500 (2)	D	\$ 25.42	91,437	D
Woodward Governor Company Common	09/17/2009	S	500 (2)	D	\$ 25.4275	90,937	D

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Stock

Woodward
Governor
Company
Common
Stock

09/17/2009

S 700 (2) D \$ 25.43 90,237 D

Woodward
Governor
Company
Common
Stock

09/17/2009

S 300 (2) D \$ 25.4675 89,937 D

Woodward
Governor
Company
Common
Stock

09/17/2009

S 1,666 (2) D \$ 25.49 88,271 D

Woodward
Governor
Company
Common
Stock

09/17/2009

S 200 (2) D \$ 25.4925 88,071 D

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

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	
						Code	V	(A)	(D)
Nonqualified Employee Stock Option (Right to Buy)	\$ 4.125	09/17/2009		M	30,000	11/15/2000 ⁽³⁾	11/15/2009	Woodward Governor Company Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENDRON THOMAS A 1000 E. DRAKE ROAD FORT COLLINS, CO 80525	X		President and CEO	

Signatures

Kathleen A. Waelti by Power of Attorney

09/21/2009

**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) If unexercised, these options granted to Mr. Gendron in accordance with Rule 16b-3 would expire and terminate on November 15, 2009.
- (2) The stock options exercised and shares sold were done so pursuant to a 10b5-1 Plan entered into on June 3, 2009 and disclosed by the Company on Form 8-K on June 8, 2009.
- (3) Options become exercisable at the rate of 25% per year beginning 11/15/2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.