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FULKROD RONALD E
 Form 4
 December 07, 2001

 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).
 (Print or Type Responses)

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(f) of the Investment Company Act of 1940

| | | | | | |
|--|---------|----------|--|--|------------------|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name AND Ticker or Trading Symbol | | 6. R |
| Fulkrod | Ronald | E. | Woodward Governor Company | WGOV | --- |
| (Last) | (First) | (Middle) | 3. IRS or Social Security Number of Reporting Person (Voluntary) | 4. Statement for Month/Year | X --- |
| 5001 North Second Street | | | | 11/2001 | --- |
| (Street) | | | | 5. If Amendment, Date of Original (Month/Year) | 7. _X_ --- |
| Rockford | IL | 61111 | | | |
| (City) | (State) | (Zip) | | | |

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR TRANSFERRED

| 1. Title of Security (Instr. 3) | 2. Trans- action Date (Month/ Day/ Year) | 3. Trans- action Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amo Sec Ben Own End Mon |
|---|---|---|---|---|
| | | Code | V Amount (A) or (D) Price | (In and |
| Woodward Governor Company Common Stock | | | | 94 |
| Woodward Governor Company Common Stock | | | | 10 |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

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 CONTROL NUMBER.

FORM 4 (CONTINUED)

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) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |
|---|--|---|-----------------------------------|---|--|
| | | | Code | V | |
| Nonqualified Stock Option (right to buy) | \$16.625 | 01/10/1996 | | | |
| Nonqualified Stock Option (right to buy) | \$23.50 | 11/18/1996 | | | |
| Nonqualified Stock Option (right to buy) | \$32.25 | 11/17/1997 | | | |
| Nonqualified Stock Option (right to buy) | \$32.00 | 01/14/1998 | | | |
| Nonqualified Stock Option (right to buy) | \$22.00 | 11/16/1998 | | | |
| Nonqualified Stock Option (right to buy) | \$24.75 | 11/15/1999 | | | |
| Nonqualified Stock Option (right to buy) | \$41.813 | 11/21/2000 | | | |
| Nonqualified Stock Option | \$49.00 | 10/01/2001 | | | 3,000 |

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in this form are not required to respond unless the form displays a currently valid OMB Number.