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WOODWARD GOVERNOR CO

Form 4 January 28, 2003

Form 5 obligations may continue. SEE Instruction 1(b). (Print or Type Responses)		UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1 Section 17(a) of the Public Utility Holding Company Act of 1935 Section 30(h) of the Investment Company Act of 1940							
									1. Name and Addre
Carter	Stephen	Р.			d Governor Co				
(Last) 5001 N. Seco		(Middle)	3. I N	.R.S. umber	Identificatio of Reporting if an entity	n 4.	Statement	for /Year	- X Exe Off
							If Amendm Date of O (Month/Da	ent, riginal	
Rockford		61111							
(City)				ΓABLE	I - NON-DERIV	ATIVE S	SECURITIES	ACQUIRE	D, DI
	Trans- 2A. action Date (Month/	Deemed 3. Execution Date, if any (Month/	Trans- action Code (Instr	. 8)	. Securities	Acquire of (D) 4 and 5	ed (A)	5. Amou Secu Bene Owne ing	unt o uriti efici ed Fo Repo
	Day/ Year)	_			Amount	(A) or	Î	(Ins	nsact str. d 4)
Woodward Governor Company Common Stock	01/27/03	01/27/03	P(*)		133	А	\$37.54	2,66	 63
Woodward Governor Company Common Stock								2,80	07

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(*) Purchase pursuant to an est	ablished Rule 10k	5-1 PlanOffice	r Stock Pu	ırchase	
TAB	LE II - DERIVATIV (e.g., PUTS,	VE SECURITIES ACQ CALLS, WARRANTS,			
1. Title of Derivative Security (Instr. 3)	sion or Exercise Price of	action Date (Month/ Day/ Year)	Deemed Execution		5. Number ative
				Code V	(A)
Phantom Stock Units	1-for-1	11/23/2001			
Nonqualifed Stock Option (right to buy)	\$47.72	10/07/2002			
7. Title and Amount of					

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Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficia Ownership (Instr. 4
Title	Amount or Number of Shares		(111501. 4)		
	21,380		125,590	D	
	10,000(b)(c)		135,590	D	

Explanation of Responses:

- (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) Shares become exercisable at the rate of 25% per year beginning one year from date of grant.
- (1) The phantom stock units were accrued under the Woodward Governor Company Unfunded Deferred Compensation Plan No. 2 and are to be settled in 100% cash upon separation from the Company.

/s/ Stephen P. Carter	January 28, 2003
**Signature of Reporting Person	Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, SEE Instruction 6 for procedure.