Woodward, Inc. Form 4 August 06, 2015

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 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(b).

1. Name and Address of Reporting Person * Glass Martin Val

(Last)

(First)

(Middle)

1000 E. DRAKE ROAD

FORT COLLINS, CO 80525

(City)

1.Title of

Security

(Instr. 3)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Woodward, Inc. [WWD]

(Month/Day/Year)

08/05/2015

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

5. Relationship of Reporting Person(s) to Issuer

3. Date of Earliest Transaction

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if

Amount

24,148

(1)

Code (Instr. 8)

M

F

(Month/Day/Year)

08/05/2015

(Zip)

2. Transaction Date 2A. Deemed

Stock Woodward.

Inc. 08/05/2015 Common

Woodward,

Stock

Woodward,

Common

Inc.

Inc. Common Stock

Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

(A)

(D) 43,500

\$ 13.5 84.746 Α

Price

60.598

21,161.92

I By

Woodward Retirement Savings

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

> 10% Owner Other (specify

> > 7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

burden hours per response... 0.5

(Check all applicable)

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

below) President, Airframe Systems

Ownership

Direct (D)

or Indirect

(Instr. 4)

D

D

Form:

Director

Applicable Line)

5. Amount of

Securities

Owned Following

Reported

Transaction(s)

(Instr. 3 and 4)

Beneficially

below)

X_ Officer (give title

Plan (2)

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 13.5	08/05/2015		M	43,500	11/23/2006(3)	11/23/2015	Woodward, Inc. Common

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Glass Martin Val 1000 E. DRAKE ROAD FORT COLLINS, CO 80525

President, Airframe Systems

Signatures

**Signature of Date
Reporting Person

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) Includes (i) already owned shares of common stock delivered for payment of the exercise price and (ii) shares withheld to cover the tax liability, in each case incident to the exercise of a security issued in accordance with Rule 16b-3.
- (2) The information in this report regarding the number of shares held by the Reporting Person in the Woodward Retirement Savings Plan is based on a calculation as of August 5, 2015.

Reporting Owners 2

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(3) Options become exercisable at the rate of 25% per year beginning 11/23/2006

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