

Edgar Filing: CARTER STEPHEN P - Form 4

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 Form 4
 November 09, 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
Carter	Stephen	P.	Woodward Governor Company WGOV	--
(Last)	(First)	(Middle)		X
5001 North Second Street			3. IRS or Social Security Number of Reporting Person (Voluntary) (I.D. Number)	4. Statement for Month/Year
(Street)				10/2001
Rockford	IL	61111	5. If Amendment, Date of Original (Month/Day/Year)	
(City)	(State)	(Zip)	X	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount (A) or Price (D)	6. Ownership (In and)
		Code	V	Amount	(A) or (D) Price
Woodward Governor Company Common Stock	10/25/01	P(*)		96	A \$52.13 2,0
Woodward Governor Company Common Stock					2,2

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).

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FORM 4 (CONTINUED)

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	4. Transac- tion Code (Instr. 8)	5. Number of Deriv- ative Securities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4, and 5)		
			Code	V	(A)	(D)
Nonqualified Stock Option (right to buy)	\$16.625					
Nonqualified Stock Option (right to buy)	\$23.50					
Nonqualified Stock Option (right to buy)	\$32.25					
Nonqualified Stock Option (right to buy)	\$32.00					
Nonqualified Stock Option (right to buy)	\$22.00					
Nonqualified Stock Option (right to buy)	\$24.75					
Nonqualified Stock Option (right to buy)	\$41.813					
Phantom Stock Units	1-for-1					

7. Title and Amount of Under- lying Securities (Instr. 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Securi- ties Bene- ficially Owned	10. Owner- ship Form of De- rivative Secu- rity: Direct	11. Nature of In- direct Bene- ficial Own- ership (Instr. 4)

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Title	Amount or Number of Shares		at End of Month (Instr. 4)	(D) or Indi- rect (I) (Instr. 4)
Common Stock	3,000 (a)		3,000	D
Common Stock	17,600 (b)		20,600	D
Common Stock	20,068 (b)		40,668	D
Common Stock	7,542 (b)		48,210	D
Common Stock	18,000 (b)		66,210	D
Common Stock	13,000 (b) (c)		79,210	D
Common Stock	10,000 (b) (c)		89,210	D
Common Stock	13,395	\$41.813	102,605	D

Explanation of Responses:

- (a) Stock options originally granted on January 17, 1996 under the Woodward Governor Company 1996 Long-Term Incentive Compensation Plan remaining upon partial attainment of performance goals for Fiscal Year 1996.
- (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

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature o

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.

To view the actual filing form and general Instructions go to: www.sec.gov/smbus/forms/form4.htm