

Edgar Filing: HALBROOK JOHN A - Form 5

HALBROOK JOHN A  
 Form 5  
 November 13, 2001

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 FORM 5  
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

// CHECK THIS BOX IF NO STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
 LONGER SUBJECT TO  
 SECTION 16. FORM 4 OR Filed pursuant to Section 16(a) of the Securities Exchange Act of 1  
 FORM 5 OBLIGATIONS MAY Section 17(a) of the Public Utility Holding Company Act of 1935  
 CONTINUE. SEE Section 30(f) of the Investment Company Act of 1940  
 INSTRUCTION 1(b).  
 (Print or Type Responses)

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><br>Turner C. Phillip<br>(Last) (First) (Middle)<br><br>5001 North Second Street<br>(Street) | 2. Issuer Name AND Ticker or Trading Symbol<br><br>Woodward Governor Company WGOV | 6. R<br><br>---<br><br>---                    |
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  |   | 4. Statement for Month/Year<br>September 2001 |
| 5. If Amendment, Date of Original (Month/Year)   |   | 7. X<br>---<br>---                            |
| Rockford IL 61125-7001<br>(City) (State) (Zip)   |   |   |

| TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI |  |                                  |   |                            |               |
|--|--|----------------------------------|---|----------------------------|---------------|
| 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           |  |                                  |   |                            | 12,           |
| Woodward Governor Company Common Stock           |  |                                  |   |                            | 20,           |
|  |  |                                  |   |                            |               |
|  |  |                                  |   |                            |               |

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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).

FORM 5 (CONTINUED)

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

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or<br>Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/<br>Day/<br>Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     |          |
|---|--|--|-----------------------------------|--|-----|----------|
|   |  |  | Code                              | V  | (A) | (D)      |
| Nonqualified Stock Option<br>(right to buy)   | \$16.625   | 01/10/1996   |                                   |  |     | 11       |
| Nonqualified Stock Option<br>(right to buy)   | \$23.50  | 11/18/1996   |                                   |  |     | 11       |
| Nonqualified Stock Option<br>(right to buy)   | \$32.25  | 11/17/1996   |                                   |  |     | 11       |
| Nonqualified Stock Option<br>(right to buy)   | \$32.00  | 01/14/1998   |                                   |  |     | 01       |
| Nonqualified Stock Option<br>(right to buy)   | \$22.00  | 11/16/1998   |                                   |  |     | 11       |
| Nonqualified Stock Option<br>(right to buy)   | \$24.75  | 11/16/1999   |                                   |  |     | 11       |
| Nonqualified Stock Option<br>(right to buy)   | \$22.00  | 03/21/2000   | M                                 |  |     | 4,000 11 |
| Nonqualified Stock Option<br>(right to buy)   | \$41.813   | 11/21/2000   |                                   |  |     | 11       |
| Phantom Stock Units                           | 1-for-1  | 11/21/2000   |                                   |  |     | (1       |

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| 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities<br>Beneficially Owned<br>at End of Month<br>(Instr. 4) | 10. Ownership Form of Derivative Securities<br>Beneficially Owned at End of Month<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|--|---|---|---|---|
| Title  | Amount or Number of Shares                    |   |   |   |
| Common Stock   | 9,980 (a)                                     | 9,980   | D   |   |
| Common Stock   | 17,600 (b)                                    | 27,580  | D   |   |
| Common Stock   | 18,046 (a)                                    | 45,626  | D   |   |
| Common Stock   | 6,782 (a)                                     | 52,408  | D   |   |
| Common Stock   | 20,000 (a)                                    | 72,408  | D   |   |
| Common Stock   | 15,000 (a)                                    | 87,408  | D   |   |
| Common Stock   |   | 83,408  | D   |   |
| Common Stock   | 5,000 (a)                                     | 88,408  | D   |   |
| Common Stock   | 6,028   | 94,436  | D   |   |

Explanation of Responses:

- (a) 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.
- (b) 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.

C. Philli

\*\*Intentional misstatements or omissions of facts constitute  
beneficially owned directly or indirectly.

\*\*Signature of

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