

Edgar Filing: HALBROOK JOHN A - Form 4

HALBROOK JOHN A
 Form 4
 July 09, 2002

----- UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 FORM 4 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 1934
 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*			2. Issuer Name AND Ticker or Trading Symbol	6. R
Halbrook	John	A.	Woodward Governor Company	WGOV
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year
5001 North Second Street				06/2002
(Street)				7.
Rockford	IL	61111	5. If Amendment, Date of Original /X/ Form (Month/Year) / /	

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 (In and
			(A) or (D) Price	
Woodward Governor Company Common Stock				8,6
Woodward Governor Company Common Stock				5,0
Woodward Governor Company Common Stock	06/06/02	P	210 A \$56.42	1,2

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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
				(A) (D)
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	11/16/1999		

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Nonqualified Stock Option (right to buy)	\$41.813	11/21/2000
Nonqualified Stock Option (right to buy)	\$49.00	10/01/2001
Phantom Stock Units	1-for-1	11/23/2001

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 at End of Month (Instr. 4)	10. Owner- ship Form of De- rivative Secu- rity: Direct (D) or Indi- rect (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Own- ership (Instr. 4)
Title	Amount or Number of Shares			
Common Stock	30,960 (a)	30,960	D	
Common Stock	53,600 (b)	84,560	D	
Common Stock	57,794 (b)	142,354	D	
Common Stock	21,721 (b)	164,075	D	
Common Stock	50,000 (b)	214,075	D	
Common Stock	35,000 (b) (c)	249,075	D	
Common Stock	40,000 (b) (c)	289,075	D	
Common Stock	50,000 (b) (c)	339,075	D	
Common Stock	86,725	\$49.06 425,800	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 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.

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/s/ John A. Halbrook

July 8, 2002

**Signature of Reporting Person

Date

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* 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 insuff
SEE Instruction 6 for procedure.