

Edgar Filing: CASSENS VERN H - Form 4

CASSENS VERN H  
Form 4  
October 08, 2002

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FORM 4  
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STATEMENT OF  
CHANGES IN BENEFICIAL OWNERSHIP

/X/ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. SEE Instruction 1(b).

1. Name and Address of Reporting Person\*

-----  
(Last) Cassens  
-----

(First) Vern  
-----

(Middle) H.  
-----

(Street) 5001 N. Second Street  
-----

(City) Rockford  
-----

(State) IL  
-----

(Zip) 61111  
-----

2. Issuer Name and Ticker or Trading Symbol

-----  
(Issuer Name) Woodward Governor Company  
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(Ticker or Trading Symbol) WGOV  
-----

3. I.R.S. or Social Security Number of Reporting Person (Voluntary)

-----  
(I.D. Number)  
-----

4. Statement for Month/Day/Year

-----  
(Month/Day) 10/07  
-----

(Year) 2002  
-----

5. If Amendment, Date of Original (Month/Day/Year)

-----  
(Month/Day)  
-----

(Year)  
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6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

/X/

(Director)

(Officer, give title below)

(10% Owner)

(Other, specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

/X/

/X/ Form filed by One Reporting Person

Form filed by More than One Reporting Person

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

| 1. Title of Security<br>(Instr. 3)        | 2. Transac-<br>tion Date<br>(Month/<br>Date/Year) | 2A. Deemed<br>Execution<br>Date, if<br>any<br>(Month/<br>Day/Year) | 3. Transaction<br>Code (Instr. 8) | V | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 5. Amount<br>Owned<br>Followi<br>Reporte<br>Transac<br>(Instr. |
|---|---|--|-----------------------------------|---|--|--|
| Woodward Governor<br>Company Common Stock |   |  |                                   |   |  | 6,970  |
| Woodward Governor<br>Company Common Stock |   |  |                                   |   |  | 16,000   |
| Woodward Governor<br>Company Common Stock |   |  |                                   |   |  | 20,000   |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3.<br>Transaction<br>Date<br>(Month/Day/<br>Year) | 3A. Deemed<br>Execution<br>Date, if any<br>(Month/Day/<br>Year) | 4. Transaction Code<br>(Instr.8) |   | 5. Number of Derivative<br>Securities Acquired (A) or<br>Disposed of (D) (Instr.3,<br>and 5) |     |
|--|---|---|---|----------------------------------|---|--|-----|
|  |   |   |   | Code                             | V | (A)  | (D) |
| Nonqualified<br>Stock<br>Option<br>(right to<br>buy) | \$16.625  | 01/17/1996  |   |                                  |   |  |     |
| Nonqualified<br>Stock<br>Option<br>(right to<br>buy) | \$23.50   | 11/18/1996  |   |                                  |   |  |     |
| Nonqualified<br>Stock<br>Option<br>(right to<br>buy) | \$69.22   | 04/26/2001  |   |                                  |   |  |     |
| Nonqualified<br>Stock<br>Option<br>(right to<br>buy) | \$54.57   | 01/23/2002  |   |                                  |   |  |     |

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 TABLE II CONTINUED - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF  
 OR BENEFICIALLY OWNED  
 (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)  
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| 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of Derivative<br>Securities Beneficially<br>Owned Following<br>Reported Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of Deriv<br>Securities<br>Beneficially<br>at End of Mon<br>(Instr. 4) |
|--|---|--|---|
| Title  | Amount or<br>Number of<br>Shares                    |  |   |

|              |            |        |   |
|--------------|------------|--------|---|
| Common Stock | 12,480 (a) | 12,480 | D |
| Common Stock | 21,600 (b) | 34,080 | D |
| Common Stock | 1,000 (b)  | 35,080 | D |
| Common Stock | 1,000 (c)  | 36,080 | 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) Grant to reporting person of option to buy shares of common stock under the Woodward Governor Company 2002 Stock Option Plan is an exempt transaction under Rule 16b-3.

/s/ Vern H. Cassens

10/7/2002

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 \*\*Signature of Reporting Person

-----  
 Date

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

\* If the form is filed by more than one reporting person, SEE Instruction

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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.