

GENDRON THOMAS A
 Form 4
 February 21, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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. Name and Address of Reporting Person *
 GENDRON THOMAS A

(Last) (First) (Middle)
 1081 WOODWARD WAY
 (Street)

FORT COLLINS, CO 80524

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Woodward, Inc. [WWD]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/19/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Woodward, Inc. Common Stock	02/19/2019		M		5,010 A \$ 23.18	231,400	D
Woodward, Inc. Common Stock	02/19/2019		M		3,490 A \$ 32.04	234,890	D
Woodward, Inc. Common Stock	02/19/2019		S ⁽¹⁾		8,500 D \$ 94.5538	226,390	D

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Woodward, Inc. Common Stock	02/20/2019		M	8,500	A	\$ 32.04	234,890	D	
Woodward, Inc. Common Stock	02/20/2019		<u>S⁽¹⁾</u>	3,200	D	\$ 95.3726 <u>(3)</u>	231,690	D	
Woodward, Inc. Common Stock	02/20/2019		<u>S⁽¹⁾</u>	5,300	D	\$ 96.0501 <u>(4)</u>	226,390	D	
Woodward, Inc. Common Stock	02/21/2019		M	8,500	A	\$ 32.04	234,890	D	
Woodward, Inc. Common Stock	02/21/2019		<u>S⁽¹⁾</u>	4,900	D	\$ 96.1783 <u>(5)</u>	229,990	D	
Woodward, Inc. Common Stock	02/21/2019		<u>S⁽¹⁾</u>	3,600	D	\$ 96.85 <u>(6)</u>	226,390	D	
Woodward, Inc. Common Stock							20,303.51 <u>(7)</u>	I	Held in the Woodward Retirement Savings Plan

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

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(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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					Date Exercisable	Expiration Date	Title
			Code	V (A) (D)			
Nonqualified Stock Option (right to buy)	\$ 23.18	02/19/2019	M	5,010	10/01/2010 ⁽⁸⁾	09/30/2019 ⁽⁸⁾	Woodward, Inc. Common Stock
Nonqualified Stock Option (right to buy)	\$ 32.04	02/19/2019	M	3,490	10/01/2011 ⁽⁹⁾	09/30/2020 ⁽⁹⁾	Woodward, Inc. Common Stock
Nonqualified Stock Option (right to buy)	\$ 32.04	02/20/2019	M	8,500	10/01/2011 ⁽⁹⁾	09/30/2020 ⁽⁹⁾	Woodward, Inc. Common Stock
Nonqualified Stock Option (right to buy)	\$ 32.04	02/21/2019	M	8,500	10/01/2011 ⁽⁹⁾	09/30/2020 ⁽⁹⁾	Woodward, Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENDRON THOMAS A 1081 WOODWARD WAY FORT COLLINS, CO 80524	X		President and CEO	

Signatures

Rebecca L. Dees, by Power of Attorney

02/21/2019

**Signature of Reporting Person

Date

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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 6, 2018.

The reporting person executed a trade order through a broker-dealer which resulted in multiple same day, same way open market sales, with prices ranging from \$94.10 to \$94.98 per share. The reporting person has reported these sales on an aggregate basis using the weighted average price for the transactions. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.

(3) The reporting person executed a trade order through a broker-dealer which resulted in multiple same day, same way open market sales, with prices ranging from \$94.78 to \$95.68 per share. The reporting person has reported these sales on an aggregate basis using the weighted average price for the transactions. The reporting person undertakes to provide, upon request by the Securities and Exchange

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Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.

- (4) The reporting person executed a trade order through a broker-dealer which resulted in multiple same day, same way open market sales, with prices ranging from \$95.855 to \$96.29 per share. The reporting person has reported these sales on an aggregate basis using the weighted average price for the transactions. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.

- (5) The reporting person executed a trade order through a broker-dealer which resulted in multiple same day, same way open market sales, with prices ranging from \$95.55 to \$96.485 per share. The reporting person has reported these sales on an aggregate basis using the weighted average price for the transactions. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.

- (6) The reporting person executed a trade order through a broker-dealer which resulted in multiple same day, same way open market sales, with prices ranging from \$96.56 to \$97.14 per share. The reporting person has reported these sales on an aggregate basis using the weighted average price for the transactions. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.

- (7) The information in this report regarding the number of shares held by the reporting person in the Woodward Retirement Savings Plan (the "Plan") is based on a calculation as of February 19, 2019.

- (8) Options which expire September 30, 2019 became exercisable as to 25% of the shares on October 1, 2010 and each one-year anniversary thereafter.

- (9) Options which expire September 30, 2020 became exercisable as to 25% of the shares on October 1, 2011 and each one-year anniversary thereafter.

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

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