

Edgar Filing: GENDRON THOMAS A - Form 5

GENDRON THOMAS A
 Form 5
 November 13, 2002

 FORM 5

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

 // FORM 3 HOLDINGS REPORTED
 // FORM 4 TRANSACTIONS REPORTED

| | | | | | |
|--|---------|----------|--|--|-----|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | 6. |
| Gendron, | Thomas | A. | Woodward Governor Company WGOV | | --- |
| (Last) | (First) | (Middle) | | | X |
| 5001 N. Second Street | | | 3. IRS Identification Number of Reporting Person, if an entity (voluntary) | | --- |
| (Street) | | | 4. Statement for Month/Year September 2002 | | --- |
| Rockford, IL 61111 | | | 5. If Amendment, Date of Original (Month/Year) | | X |
| (City) | (State) | (Zip) | | | --- |

 TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOS

| 1. Title of Security (Instr. 3) | 2. Trans- action Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transac- tion Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Am Se Be Ow en Is Fi (In an |
|--|--|--|----------------------------------|---|--------------------------------|
| | | | | Amount (A) or Price (D) | |
| Woodward Governor Company Common Stock | | | | | |
| Woodward Governor Company Common Stock | 09/30/02 | 09/30/02 | A | | |

* If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

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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 of 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 Acquired (A) or Disposed of (D) (Instr. 3, 4) |
|---|--|---|---|-----------------------------------|---|
| Nonqualified Stock Option (right to buy) | \$16.625 | 01/10/1996 | | | (A) |
| 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 | | | |
| Nonqualified Stock Option (right to buy) | \$41.813 | 11/21/2000 | | | |
| Nonqualified Stock Option (right to buy) | \$47.72 | 10/07/2002 | | | |
| Phantom Stock Units | 1-for-1 | 11/08/2002 | | | |

| 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4) | 10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|--|---|---|
| | | | | |

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or Indirect

| Title | Amount or Number of Shares | | |
|--------------|----------------------------------|--------|---|
| Common Stock | 2,880 (a) | 2,880 | D |
| Common Stock | 8,000 (a) | 10,880 | D |
| Common Stock | 7,954 (a) | 18,834 | D |
| Common Stock | 2,990 (a) | 21,824 | D |
| Common Stock | 9,000 (a) | 30,824 | D |
| Common Stock | 8,000 (a) (b) | 38,824 | D |
| Common Stock | 13,000 (a) (b) | 51,824 | D |
| Common Stock | 20,000 (a) (b) | 71,824 | D |
| Common Stock | 20,000 | 91,824 | D |
| Common Stock | 1,156 | 92,980 | 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.

/s/ Thomas A. Gendron

November 12, 2002

**Signature of Reporting Person

Date

**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 provided is insufficient, SEE Instruction 6 for procedure.