

Edgar Filing: WOODWARD GOVERNOR CO - Form 4

(*) Purchase pursuant to an established Rule 10b5-1 Plan--Officer Stock Purchase

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 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 Acquired or Disposed (Instr. 8)
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Code V (A)

Phantom Stock Units	1-for-1	11/23/2001			
Nonqualified Stock Option (right to buy)	\$47.72	10/07/2002			

7. Title and Amount of 8. Price of 9. Number of 10. Ownership 11. Nature of

