

Edgar Filing: WOODWARD GOVERNOR CO - Form 4

WOODWARD GOVERNOR CO  
 Form 4  
 August 08, 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 1  
 FORM 5 OBLIGATIONS MAY Section 17(a) of the Public Utility Holding Company Act of 1935  
 CONTINUE. SEE Section 30(h) 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                              |      |
| Carter,                                  | Stephen | P.       | 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                 |         |          |  | July 2002                         |      |
| (Street)                                 |         |          |  | 5. If Amendment, Date of Original | 7. X |
| Rockford, IL 61111                       |         |          |  | (Month/Year)                      |      |
| (City)                                   | (State) | (Zip)    | 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 |
|--|--|----------------------------------|---|------------------------------------|
|  |  | Code V                           | Amount (A) or (D) Price   |                                    |
| Woodward Governor Company Common Stock | 07/25/02                                 | P(*)                             | 97 A \$51.20  | 2                                  |
| Woodward Governor Company Common Stock |  |                                  |   | 2                                  |

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

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FORM 4 (CONTINUED)

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

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or<br>Exercise<br>Price of<br>Deriv-<br>ative<br>Security | 3. Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 4. Transac-<br>tion Code<br>(Instr. 8) | 5. Number of Deriv-<br>ative Securities Ac-<br>quired (A) or Dis-<br>posed of (D)<br>(Instr. 3, 4, and 5) |     |     |
|---|---|---|--|---|-----|-----|
|   |   |   | Code                                   | V   | (A) | (D) |
| Nonqualified Stock Option (right to buy)      | \$16.625  | 01/10/1996  |  |   |     | 11/ |
| Nonqualified Stock Option (right to buy)      | \$23.50   | 11/18/1996  |  |   |     | 11/ |
| Nonqualified Stock Option (right to buy)      | \$32.25   | 11/17/1997  |  |   |     | 11/ |
| Nonqualified Stock Option (right to buy)      | \$32.00   | 01/14/1998  |  |   |     | 01/ |
| Nonqualified Stock Option (right to buy)      | \$22.00   | 11/16/1998  |  |   |     | 11/ |
| Nonqualified Stock Option (right to buy)      | \$24.75   | 11/16/1999  |  |   |     | 11/ |
| Nonqualified Stock Option (right to buy)      | \$41.813  | 11/21/2000  |  |   |     | 11/ |
| Nonqualified Stock Option (right to buy)      | \$49.00   | 10/01/2001  |  |   |     | 09/ |
| Phantom Stock Units                           | 1-for-1   | 11/23/2001  |  |   |     |     |

| 7. Title and Amount of Under-<br>lying Securities<br>(Instr. 3 and 4) | 8. Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity<br>(Instr.<br>5) | 9. Number<br>of Deriv-<br>ative<br>Securi-<br>ties<br>Bene-<br>ficially<br>Owned<br>at End<br>of | 10. Owner-<br>ship<br>Form<br>of De-<br>rivative<br>Secu-<br>rities<br>Bene-<br>ficially<br>Owned at | 11. Nature<br>of In-<br>direct<br>Bene-<br>ficial<br>Own-<br>ership<br>(Instr. 4) |
|---|---|--|--|---|
| Amount or   |   |  |  |   |

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| Title        | Number of Shares | Month (Instr. 4) | End of Month (Instr. 4) |
|--------------|------------------|------------------|-------------------------|
| Common Stock | 3,000 (a)        | 3,000            | D                       |
| Common Stock | 17,600 (b)       | 20,600           | D                       |
| Common Stock | 20,068 (b)       | 40,668           | D                       |
| Common Stock | 7,542 (b)        | 48,210           | D                       |
| Common Stock | 18,000 (b)       | 66,210           | D                       |
| Common Stock | 13,000 (b) (c)   | 79,210           | D                       |
| Common Stock | 10,000 (b) (c)   | 89,210           | D                       |
| Common Stock | 15,000 (b) (c)   | 104,210          | D                       |
| Common Stock | 21,380           | \$49.06 125,590  | 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) 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.

Stephen P. Carter

July 7, 2002

\*\*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 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.