

Glass Martin Val
Form 4
September 21, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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 *
Glass Martin Val

2. Issuer Name and Ticker or Trading Symbol
WOODWARD GOVERNOR CO
[WGOV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 E. DRAKE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/17/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group Vice President

FORT COLLINS, CO 80525

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Woodward Governor Company Common Stock | 09/17/2009 | | M | (A) 12,000 (1) | \$ 4.125 20,528 | D | |
| Woodward Governor Company Common Stock | 09/17/2009 | | S | 900 (2) | \$ 25.36 19,628 | D | |
| Woodward Governor | 09/17/2009 | | S | 6,532 (2) | \$ 25.37 13,096 | D | |

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| | | | | | | | |
|--|------------|---|---------------------|---|-----------|--------|---|
| Company Common Stock | | | | | | | |
| Woodward Governor Company Common Stock | 09/17/2009 | S | <u>1,000</u> (2) | D | \$ 25.38 | 12,096 | D |
| Woodward Governor Company Common Stock | 09/17/2009 | S | <u>1,000</u> (2) | D | \$ 25.4 | 11,096 | D |
| Woodward Governor Company Common Stock | 09/17/2009 | S | 668 <u>(2)</u> | D | \$ 25.41 | 10,428 | D |
| Woodward Governor Company Common Stock | 09/17/2009 | S | 200 <u>(2)</u> | D | \$ 25.415 | 10,128 | D |
| Woodward Governor Company Common Stock | 09/17/2009 | S | 100 <u>(2)</u> | D | \$ 25.42 | 10,028 | D |
| Woodward Governor Company Common Stock | 09/17/2009 | S | <u>1,000</u> (2) | D | \$ 25.43 | 9,028 | D |
| Woodward Governor Company Common Stock | 09/17/2009 | S | 100 <u>(2)</u> | D | \$ 25.46 | 8,928 | D |
| Woodward Governor Company Common Stock | 09/17/2009 | S | 100 <u>(2)</u> | D | \$ 25.465 | 8,828 | D |
| Woodward Governor Company | 09/17/2009 | S | 200 <u>(2)</u> | D | \$ 25.49 | 8,628 | D |

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Common
Stock

Woodward

Governor

Company 09/17/2009

S 100 ⁽²⁾ D \$ 25.4925 8,528 D

Common

Stock

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Nonqualified Employee Stock Option (Right to Buy) | \$ 4.125 | 09/17/2009 | | M | 12,000 | 11/15/2000 ⁽³⁾ 11/15/2009 | Woodward Governor Company Common Stock |

Reporting Owners

| | |
|---------------------------------------|----------------------------------|
| Reporting Owner Name / Address | Relationships |
| | Director 10% Owner Officer Other |

Glass Martin Val
1000 E. DRAKE ROAD
FORT COLLINS, CO 80525

Group Vice President

Signatures

Kathleen A. Waelti by Power of Attorney

09/21/2009

**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) If unexercised, these options granted to Mr. Glass in accordance with Rule 16b-3 would expire and terminate on November 15, 2009.
- (2) The stock options exercised and shares sold were done so pursuant to a 10b5-1 Plan entered into on June 3, 2009 and disclosed by the Company on Form 8-K on June 8, 2009.
- (3) Options become exercisable at the rate of 25% per year beginning 11/15/2009.

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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