

Preiss Chad Robert  
Form 5  
November 15, 2010

**FORM 5**

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

Check this box if  
no longer subject  
to Section 16.  
Form 4 or Form  
5 obligations  
may continue.  
See Instruction  
1(b).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

## OMB APPROVAL

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
Preiss Chad Robert

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)

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
09/30/2010

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
President, Engine Systems

1000 E. DRAKE ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

FORT COLLINS, CO 80525

\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5)<br><br>(A)<br>or<br>Amount (D) Price | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|

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

**Persons who respond to the collection of information  
contained in this form are not required to respond unless  
the form displays a currently valid OMB control number.**

SEC 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

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| Derivative Security |   |            |   |   | or Disposed of (D) |     | Date Exercisable | Expiration Date | Title                                  | Amount or Number of Shares |
|---------------------|---|------------|---|---|--------------------|-----|------------------|-----------------|----------------------------------------|----------------------------|
|                     |   |            |   |   | (A)                | (D) |                  |                 |                                        |                            |
| Phantom Stock Units | Â | 12/01/2009 | Â | A | 7.843              | Â   | Â (1)(2)         | Â (1)(2)        | Woodward Governor Company Common Stock | 7.843                      |
| Phantom Stock Units | Â | 03/01/2010 | Â | A | 6.42               | Â   | Â (1)(3)         | Â (1)(3)        | Woodward Governor Company Common Stock | 6.42                       |
| Phantom Stock Units | Â | 06/01/2010 | Â | A | 7.013              | Â   | Â (1)(4)         | Â (1)(4)        | Woodward Governor Company Common Stock | 7.013                      |
| Phantom Stock Units | Â | 09/01/2010 | Â | A | 6.987              | Â   | Â (1)(5)         | Â (1)(5)        | Woodward Governor Company Common Stock | 6.987                      |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                             |       |
|--------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                    | Director      | 10% Owner | Officer                     | Other |
| Preiss Chad Robert<br>1000 E. DRAKE ROAD<br>FORT COLLINS, CO 80525 | Â             | Â         | Â President, Engine Systems | Â     |

## Signatures

Jody L. Harrell, by Power of Attorney  
11/15/2010

\_\_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) Represents dividends reinvested in phantom stock units under the terms of the Woodward Executive Benefit Plan (the "Plan"). Phantom stock units are accrued under the Plan and are to be settled in 100% stock on a one-for-one basis at the distribution date specified at the

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time of election, or if earlier, upon separation from the Company. The total shown represents the dollar amount of dividends reinvested divided by the then current share price and, therefore, the number of shares reported may fluctuate from period to period. The total shown also includes phantom stock units acquired in connection with supplemental excess benefit contributions, and other acquisitions made under the Plan.

- (2) On December 1, 2009, dividends received by the reporting person in respect of phantom stock units held under the Plan were reinvested in Company stock under the Plan.
- (3) On March 1, 2010, dividends received by the reporting person in respect of phantom stock units held under the Plan were reinvested in Company stock under the Plan.
- (4) On June 1, 2010, dividends received by the reporting person in respect of phantom stock units held under the Plan were reinvested in Company stock under the Plan.
- (5) On September 1, 2010, dividends received by the reporting person in respect of phantom stock units held under the Plan were reinvested in Company stock under the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.