

HALBROOK JOHN A
Form 4
August 28, 2008

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 *
HALBROOK JOHN A

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. Date of Earliest Transaction (Month/Day/Year)
08/26/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

1000 E. DRAKE ROAD

(Street)

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

FORT COLLINS, CO 80525

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------------|---|--|-----------------------------------|
| | | | | Code | V Amount or Price | | | |
| Common Stock | 08/26/2008 | | M | A | 47,000 (1) \$ 45.29 | 911,900 | D | |
| Common Stock | 08/26/2008 | | F | D | 3,805 (2) \$ 45.29 | 908,095 | D | |
| Common Stock | 08/26/2008 | | S | D | 16,240 (3) \$ 45.1811 | 891,855 | D | |
| Common Stock | 08/27/2008 | | M | A | 79,500 (1) \$ 44.97 | 971,355 | D | |
| Common Stock | 08/27/2008 | | F | D | 6,842 (2) \$ 44.97 | 964,513 | D | |

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Common Stock 08/27/2008 S 26,370⁽³⁾ D \$ 45.547 938,143 D

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

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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 Stock Option (right to buy) | \$ 3.6667 | 08/26/2008 | | M | 47,000 | 11/16/1999 ⁽⁴⁾ 11/16/2008 | Common Stock 4 |
| Nonqualified Stock Option (right to buy) | \$ 3.6667 | 08/27/2008 | | M | 79,500 | 11/16/1999 ⁽⁴⁾ 11/16/2008 | Common Stock 7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HALBROOK JOHN A 1000 E. DRAKE ROAD FORT COLLINS, CO 80525 | | X | | |

Signatures

Kathleen A Waelti by Power of Attorney 08/28/2008

**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. Halbrook in accordance with Rule 16b-3 would expire and terminate on November 16, 2008.

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- (2) Shares delivered in payment of exercise price incident to the exercise of a security issued in accordance with Rule 16b-3.
- (3) Shares sold to cover the tax liability incident to the exercise of a security issued in accordance with Rule 16b-3.
- (4) Options became exercisable at the rate of 25% per year beginning 11/16/1999.

Note: File three copies of this Form, one of which must be manually signed. If space 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.