

HALBROOK JOHN A
Form 4
December 02, 2011

FORM 4

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

OMB APPROVAL

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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

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

(Street)

FORT COLLINS, CO 80525

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Woodward, Inc. [WWD]

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)
			Code	V	Amount (D) Price		
Woodward, Inc. Common Stock	11/30/2011		S		6,000 D \$ 41.4	770,827	D
Woodward, Inc. Common Stock	11/30/2011		S		5,000 D \$ 41.65	765,827 ⁽¹⁾	D
Woodward, Inc. Common Stock						230,000	I By self as trustee for The Benita K.

Woodward, Inc. Common Stock	5,000	I	Halbrook Grantor Retained Annuity Trust By self as co-trustee for The Benita K. Halbrook Living Trust
Woodward, Inc. Common Stock	260,000	I	By self as holder of note. See footnote <u>(2)</u>

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Nonqualified Stock Option (right to buy)	\$ 7.7367					11/21/2004 ⁽³⁾	11/21/2013	Woodward, Inc. Common Stock	168
Nonqualified Stock Option (right to buy)	\$ 11.9084					11/24/2005 ⁽³⁾	11/24/2014	Woodward, Inc. Common Stock	48,
Nonqualified Stock Option	\$ 18.49					11/15/2007 ⁽³⁾	11/15/2016	Woodward, Inc.	8,2

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- (3) Options become exercisable at a rate of 25% per year beginning on the exercisable date shown.

Remarks:

This Form 4 is filed to report the transactions shown herein, to reflect Mr. Halbrook's current holdings and correct previous mis

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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