

Woodward, Inc.  
Form 4  
January 06, 2017

**FORM 4**

**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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HALBROOK JOHN A**

(Last) (First) (Middle)

**1081 WOODWARD WAY**

(Street)

**FORT COLLINS, CO 80524**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**Woodward, Inc. [WWD]**

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

**12/27/2016**

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<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) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)                                  |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| Woodward,<br>Inc.<br>Common<br>Stock  | 12/27/2016                              |                                                             | G(1)                                 | 7,000 D \$ 0                                                               | 329,534.999                                                                                                        | D                                                                       |                                                                                                    |
| Woodward,<br>Inc.<br>Common<br>Stock  |                                         |                                                             |                                      |                                                                            | 191,893                                                                                                            | I                                                                       | By Benita<br>K.<br>Halbrook<br>as trustee<br>for the<br>John A.<br>Halbrook<br>Grantor<br>Retained |

|                                      |         |   |                                                                                                              |
|--------------------------------------|---------|---|--------------------------------------------------------------------------------------------------------------|
| Woodward,<br>Inc.<br>Common<br>Stock | 79,980  | I | Annuity<br>Trust<br><br>By self as<br>co-trustee<br>for The<br>Benita K.<br>Halbrook<br>Living<br>Trust      |
| Woodward,<br>Inc.<br>Common<br>Stock | 102,000 | I | By self as<br>trustee for<br>the Benita<br>K.<br>Halbrook<br>2015<br>Grantor<br>Retained<br>Annuity<br>Trust |
| Woodward,<br>Inc.<br>Common<br>Stock | 251,681 | I | By self as<br>holder of<br>note <sup>(2)</sup>                                                               |

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 1474  
(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<br>Derivative<br>Security | 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<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reportable<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                    |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                          |
|----------------------------------------------------------------|----------------------------------------|
|                                                                | Director   10% Owner   Officer   Other |
| HALBROOK JOHN A<br>1081 WOODWARD WAY<br>FORT COLLINS, CO 80524 | X                                      |

## Signatures

Rebecca L. Dees, by Power of  
Attorney

01/06/2017

\_\_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) 7,000 shares were gifted from the reporting person's direct ownership to the Halbrook Family Foundation. The Reporting Person has no beneficial ownership of the shares held by the Halbrook Family Foundation.
- (2) The Reporting Person beneficially owns 251,681 shares sold in 2011 to The Halbrook Family Irrevocable Trust (the "Halbrook Family Trust Shares"), of which the Reporting Person's children are the beneficiaries and trustees without dispositive power with respect to the Halbrook Family Trust Shares. The Halbrook Family Trust Shares were sold by the Reporting Person in exchange for a promissory note.

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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