

Taylor Matthew Freeman
 Form 3
 February 09, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Taylor Matthew Freeman</p> <p>(Last) (First) (Middle)</p> <p>1081 WOODWARD WAY</p> <p>(Street)</p> <p>FORT COLLINS,Â COÂ 80615</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/02/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Woodward, Inc. [WWD]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>President, Airframe Systems</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Woodward, Inc. Common Stock	4,297	D	Â
Woodward, Inc. Common Stock	3,231	I	By Woodward Retirement Savings Plan ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock	Â <u>(2)</u>	Â <u>(2)</u>	Woodward, Inc. Common Stock	4,396	\$ <u>(2)</u>	D	Â
Non-Qualified Stock Option (Right to Buy)	11/24/2009 ⁽³⁾	11/24/2018	Woodward, Inc. Common Stock	4,000	\$ 18.67	D	Â
Non-Qualified Stock Option (Right to Buy)	10/01/2010 ⁽³⁾	10/01/2019	Woodward, Inc. Common Stock	8,000	\$ 23.18	D	Â
Non-Qualified Stock Option (Right to Buy)	10/01/2011 ⁽³⁾	10/01/2020	Woodward, Inc. Common Stock	7,000	\$ 32.04	D	Â
Non-Qualified Stock Option (Right to Buy)	10/03/2012 ⁽³⁾	10/03/2021	Woodward, Inc. Common Stock	10,500	\$ 25.57	D	Â
Non-Qualified Stock Option (Right to Buy)	10/01/2013 ⁽³⁾	10/01/2022	Woodward, Inc. Common Stock	9,100	\$ 33.64	D	Â
Non-Qualified Stock Option (Right to Buy)	01/14/2014 ⁽³⁾	01/14/2023	Woodward, Inc. Common Stock	10,000	\$ 38.88	D	Â
Non-Qualified Stock Option (Right to Buy)	10/01/2014 ⁽³⁾	10/01/2023	Woodward, Inc. Common Stock	10,200	\$ 40.99	D	Â
Non-Qualified Stock Option (Right to Buy)	10/01/2015 ⁽⁴⁾	10/01/2024	Woodward, Inc. Common Stock	17,900	\$ 46.55	D	Â
Non-Qualified Stock Option (Right to Buy)	10/01/2016 ⁽⁵⁾	10/01/2025	Woodward, Inc. Common Stock	14,600	\$ 40.26	D	Â
	10/03/2017 ⁽⁶⁾	10/03/2026		10,800	\$ 62.57	D	Â

Non-Qualified Stock Option (Right to Buy)			Woodward, Inc. Common Stock				
Non-Qualified Stock Option (Right to Buy)	10/02/2018 ⁽⁷⁾	10/02/2027	Woodward, Inc. Common Stock	9,600	\$ 78.97	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taylor Matthew Freeman 1081 WOODWARD WAY FORT COLLINS, CO 80615	Â	Â	Â President, Airframe Systems	Â

Signatures

Rebecca L. Dees, by Power of Attorney
02/09/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The information in this report regarding the number of shares held by the reporting person in the Woodward Retirement Savings Plan is based on a calculation as of February 2, 2018.
The Reporting Person participates in the Woodward Executive Benefit Plan (the "Plan"). Phantom stock units are accrued under the Plan and are to be settled in 100% common stock on a one-for-one basis at the distribution date specified at the time of election, or if earlier, upon separation from the Issuer. The total shown represents the dollar amount of deferrals, divided by the then current share price and, therefore, the number of shares reported may fluctuate from period to period.
- (2) Options are fully vested.
- (3) Options become exercisable as to 25% of the shares on October 1, 2015 and each one-year anniversary thereafter.
- (4) Options become exercisable as to 25% of the shares on October 1, 2016 and each one-year anniversary thereafter.
- (5) Options become exercisable as to 25% of the shares on October 3, 2017 and each one-year anniversary thereafter.
- (6) Options become exercisable as to 25% of the shares on October 2, 2018 and each one-year anniversary thereafter.

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.