

GENDRON THOMAS A
Form 4
March 05, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
GENDRON THOMAS 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)
03/01/2019

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)
President and CEO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Woodward, Inc. Common Stock	03/01/2019		M		8,500	A	\$ 32.04 234,890
Woodward, Inc. Common Stock	03/01/2019		S ⁽¹⁾		6,160	D	\$ 96.0135 228,730
Woodward, Inc. Common Stock	03/01/2019		S ⁽¹⁾		2,340	D	\$ 96.6833 226,390

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Woodward, Inc. Common Stock	03/04/2019	M	8,500	A	\$ 32.04	234,890	D	
Woodward, Inc. Common Stock	03/04/2019	<u>S⁽¹⁾</u>	4,500	D	\$ 95.1765 <u>(4)</u>	230,390	D	
Woodward, Inc. Common Stock	03/04/2019	<u>S⁽¹⁾</u>	4,000	D	\$ 95.785 <u>(5)</u>	226,390	D	
Woodward, Inc. Common Stock	03/05/2019	M	8,500	A	\$ 32.04	234,890	D	
Woodward, Inc. Common Stock	03/05/2019	<u>S⁽¹⁾</u>	8,500	D	\$ 94.8898 <u>(6)</u>	226,390	D	
Woodward, Inc. Common Stock						20,303.51 <u>(7)</u>	I	Held in the Woodward Retirement Savings Plan

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

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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 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 Underlying Security (Instr. 3 and 4)
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Date Exercisable Expiration Date Title

Code V (A) (D)

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Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.

- The reporting person executed a trade order through a broker-dealer which resulted in multiple same day, same way open market sales, with prices ranging from \$94.47 to \$95.28 per share. The reporting person has reported these sales on an aggregate basis using the
- (6) weighted average price for the transactions. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.
 - (7) The information in this report regarding the number of shares held by the reporting person in the Woodward Retirement Savings Plan (the "Plan") is based on a calculation as of February 19, 2019.
 - (8) Options which expire September 30, 2020 became exercisable as to 25% of the shares on October 1, 2011 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.

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