Edgar Filing: GENDRON THOMAS A - Form 4

| GENDRON THO | OMAS A | | | | | | | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|----------------------------------------------------------------|---------------|----------------------------------------|------------------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|--|
| Form 4 | | | | | | | | | | |
| November 25, 20 | 08 | | | | | | | | | |
| FORM 4 | UNITED | статес | SECU | DITIES | | | | т | PPROVAL | |
| | UNITED | SIAIES | | shington | N OMB Number: | 3235-0287 January 31, | | | | |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 | STATEN | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 Respo | nses) | | | | | | | | | |
| 1. Name and Addres GENDRON TH | Person [*] | 2. Issuer Name and Ticker or Trading Symbol | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| | | | WOOD [WGO] | WARD (V] | GOVERN | IOR CO | (Check all applicable) | | | |
| | | (Middle) 3. Date of Earliest Transaction (Month/Day/Year) | | | | X Director X Officer (give below) | | % Owner er (specify | | |
| 1000 E. DRAKE ROAD | | | 11/24/2008 | | | | President and CEO | | | |
| (| (Street) | treet) 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 1 | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| FORT COLLIN | S, CO 80525 | i | | | | | | More than One R | | |
| (City) | (State) | (Zip) | Tab | le I - Non-l | Derivative | Securities A | cquired, Disposed | of, or Beneficia | lly Owned | |
| | ansaction Date ath/Day/Year) | 2A. Deemo Execution any (Month/Da | Date, if | 3. Transactio Code (Instr. 8) | 4. Securiti nAcquired Disposed (Instr. 3, 4 | (A) or of (D) | Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | <i>(</i> 1' | C 1 1 | c | Code V | | (D) Price | (Instr. 3 and 4) | | | |
| Reminder: Report or | i a separate line | for each cla | ass of sec | urities bene | - | - | or indirectly. Spond to the colle | ation of a | EC 1474 | |
| | | | | | inform requir | nation cont ed to resp ys a curre | ained in this form ond unless the fo ntly valid OMB co | n are not rm | 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|----------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securitie |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | | Acquired (or Dispose (D) (Instr. 3, 4 and 5) | ed of | | | | |
|------------------------------------------------------------|------------------------------------|------------|------------------|---------|---|-----------------------------------------------------------|-------|---------------------|--------------------|----------------------------------------------------|--------------------------|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or Nun of S |
| Nonqualified Employee Stock Option (right to buy) | \$ 18.67 | 11/24/2008 | | А | | 62,000 | | <u>(1)</u> | 11/24/2018 | Woodward Governor Company Common Stock | 62, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|------------------------------------------------------------------|---------------|-----------|-------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| GENDRON THOMAS A 1000 E. DRAKE ROAD FORT COLLINS, CO 80525 | Х | | President and CEO | | | | | |
| Signatures | | | | | | | | |
| Kathleen A Waelti by Power of Attorney | f 11/25/2008 | | | | | | | |
| **Signature of Reporting Person | | Dat | te | | | | | |

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) Options become exercisable at the rate of 25% per year beginning 11/24/2009.

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.