

WOODWARD GOVERNOR CO  
Form 8-K  
January 23, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

January 22, 2009

Woodward Governor Company

(Exact name of registrant as specified in its charter)

Delaware

0-8408

36-1984010

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1000 E. Drake Road, Fort Collins, Colorado

80525

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

970-482-5811

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On January 22, 2009, the Board of Directors of Woodward Governor Company approved a quarterly cash dividend of \$0.06 per share, payable on March 2, 2009 to shareholders of record as of the close of business on February 16, 2009.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

99.1 Press Release of Woodward Governor dated January 22, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Woodward Governor Company

*January 23, 2009*

By: *A. Christopher Fawzy*

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*Name: A. Christopher Fawzy  
Title: Vice President, General Counsel and Corporate  
Secretary*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release of Woodward Governor Company dated January 22, 2009