

HEENAN THOMAS W  
Form 4  
October 08, 2002

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FORM 4  
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STATEMENT OF  
CHANGES IN BENEFICIAL OWNERSHIP

/X/ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. SEE Instruction 1(b).

1. Name and Address of Reporting Person\*

-----  
(Last) Heenan  
-----

(First) Thomas  
-----

(Middle) W.  
-----

(Street) 5001 N. Second Street  
-----

(City) Rockford  
-----

(State) IL  
-----

(Zip) 61111  
-----

2. Issuer Name and Ticker or Trading Symbol

-----  
(Issuer Name) Woodward Governor Company  
-----

(Ticker or Trading Symbol) WGOV  
-----

3. I.R.S. or Social Security Number of Reporting Person (Voluntary)

-----  
(I.D. Number)  
-----

4. Statement for Month/Day/Year

-----  
(Month/Day) 10/07  
-----

(Year) 2002  
-----

5. If Amendment, Date of Original (Month/Day/Year)

-----  
(Month/Day)  
-----

(Year)  
-----

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

/X/  
-----

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-----  
 (Director)  
 -----  
 (Officer, give title below)  
 -----  
 -----  
 (10% Owner)  
 -----  
 (Other, specify below)  
 -----  
 -----

7. Individual or Joint/Group Filing (Check Applicable Line)

/X/

/X/ Form filed by One Reporting Person

Form filed by More than One Reporting Person

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 TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED  
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1. Title of Security (Instr. 3)	2. Transac- tion Date (Month/ Date/Year)	2A. Deemed Execution Date, if any (Month/ Day/Year)	3. Transaction Code (Instr. 8)	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5. Amount Owned Following Reported Transac- (Instr. 3)
Woodward Governor Company Common Stock						8,000

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-----  
Woodward Governor  
Company Common Stock

800

-----  
Woodward Governor  
Company Common Stock

800

-----  
Woodward Governor  
Company Common Stock

4,000

-----  
Woodward Governor  
Company Common Stock  
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5,236

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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)	
				Code	V	(A)	(D)

Nonqualified Stock Option (right to buy)	\$69.22	04/26/01					
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Nonqualified Stock Option (right to buy)	\$54.57	01/23/02					
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TABLE II CONTINUED - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF  
OR BENEFICIALLY OWNED  
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

7. Title and Amount of Underlying Securities

10. Ownership

