

Edgar Filing: FULKROD RONALD E - Form 4

FULKROD RONALD E  
Form 4  
December 07, 2001

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FORM 4  
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

/ / CHECK THIS BOX IF NO  
LONGER SUBJECT TO  
SECTION 16. FORM 4 OR  
FORM 5 OBLIGATIONS MAY  
CONTINUE. SEE  
INSTRUCTION 1(b).  
(Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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  
Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol		6. R
Fulkrod	Ronald	E.	Woodward Governor Company	WGOV	---
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year	X ---
5001 North Second Street				11/2001	---
(Street)				5. If Amendment, Date of Original (Month/Year)	7. _X_ ---
Rockford	IL	61111			
(City)	(State)	(Zip)			

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED, OR TRANSFERRED

1. Title of Security (Instr. 3)	2. Trans- action Date  (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amo Sec Ben Own End Mon	
		Code	V	(A) or (D)	Price (In and
Woodward Governor Company Common Stock					94
Woodward Governor Company Common Stock					10

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.  
 \* If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

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 CONTROL NUMBER.

FORM 4 (CONTINUED)

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)	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)	\$16.625	01/10/1996				
Nonqualified Stock Option (right to buy)	\$23.50	11/18/1996				
Nonqualified Stock Option (right to buy)	\$32.25	11/17/1997				
Nonqualified Stock Option (right to buy)	\$32.00	01/14/1998				
Nonqualified Stock Option (right to buy)	\$22.00	11/16/1998				
Nonqualified Stock Option (right to buy)	\$24.75	11/15/1999				
Nonqualified Stock Option (right to buy)	\$41.813	11/21/2000				
Nonqualified Stock Option	\$49.00	10/01/2001			3,000	

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(right to buy)

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Phantom Stock Units                                      1-for-1                                      11/23/2001

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7. Title and Amount of Under- lying Securities (Instr. 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Securi- ties Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of De- rivative Secu- rity: Direct (D) or Indi- rect (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Own- ership (Instr. 4)
Title	Amount or Number of Shares			
Common Stock	2,900 (a)		2,900	D
Common Stock	8,000 (b)		10,900	D
Common Stock	1,223 (b)		12,123	D
Common Stock	459 (b)		12,582	D
Common Stock	5,000 (b)		17,582	D
Common Stock	8,000 (b) (c)		25,582	D
Common Stock	13,000 (b) (c)		38,582	D
Common Stock	3,000 (b) (c)		41,582	D
Common Stock	1,979	\$49.06	43,561	D

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Explanation of Responses:           (a) Stock options originally granted on January 17, 1996 under the Woodward Governor Company 1996 Long-Term Incentive Compensation Plan remaining upon partial attainment of performance for the Year 1996.

(b) Grant to reporting person of option to buy shares of common stock under the Woodward Governor Company 1996 Long-Term Incentive Compensation Plan is an exempt transaction under Rule 16b-3.

(c) Shares become exercisable at the rate of 25% per year beginning one year from date of grant.

(1) The phantom stock units were accrued under the Woodward Governor Company Unfunded Deferred Compensation Plan and are to be settled in 100% cash upon separation from the Company.

/s/ Ronald E.

\*\*Intentional misstatements or omissions of facts constitute  
Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

\*\*Signature of

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

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in this form are not required to respond unless the form displays a currently valid OMB Number.