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TURNER C PHILLIP
Form 4
December 07, 2001

FORM 4

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

/ / CHECK THIS BOX IF NO STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
LONGER SUBJECT TO SECTION 16. FORM 4 OR Filed pursuant to Section 16(a) of the Securities Exchange Act of 1
FORM 5 OBLIGATIONS MAY Section 17(a) of the Public Utility Holding Company Act of 1935
CONTINUE. SEE Section 30(f) of the Investment Company Act of 1940
INSTRUCTION 1(b).
(Print or Type Responses)

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

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI

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 (In and
			(A) or (D) Price	
		Code V	Amount	
Woodward Governor Company Common Stock				12
Woodward Governor Company Common Stock				20

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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	11/16/1999				
Nonqualified Stock Option (right to buy)	\$22.00	03/21/2000	M			4,000
Nonqualified Stock Option (right to buy)	\$41.813	11/21/2000				
Nonqualified Stock Option						

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(right to buy)	\$49.00	10/01/2001	10,000
Phantom Stock Units	1-for-1	11/23/2001	

7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of Shares			
Common Stock	9,980 (a)	9,980	D	
Common Stock	17,600 (a)	27,580	D	
Common Stock	18,046 (a)	45,626	D	
Common Stock	6,782 (a)	52,408	D	
Common Stock	20,000 (a)	72,408	D	
Common Stock	15,000 (a) (b)	87,408	D	
Common Stock		83,408	D	
Common Stock	5,000 (a) (b)	88,408	D	
Common Stock	10,000 (a) (b)	98,408	D	
Common Stock	6,171	\$49.06 104,579	D	

Explanation of Responses:

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

(b) 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 will be settled in 100% cash upon separation from the Company.

/s/ C. Phillip Turner

**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 Reporting Person

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

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valid OMB Number.