

GENDRON THOMAS A
Form 4
February 15, 2019

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Responses)

1. Name and Address of Reporting Person *
GENDRON THOMAS A

2. Issuer Name and Ticker or Trading Symbol
Woodward, Inc. [WWD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1081 WOODWARD WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

FORT COLLINS, CO 80524

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Woodward, Inc. Common Stock	02/13/2019		M		8,500	A	\$ 23.18 234,890
Woodward, Inc. Common Stock	02/13/2019		S ⁽¹⁾		8,500	D	\$ 94.2101 226,390
Woodward, Inc. Common Stock	02/14/2019		M		8,500	A	\$ 23.18 234,890

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Woodward, Inc. Common Stock	02/14/2019	S ⁽¹⁾	6,900	D	\$ 93.6175 (3)	227,990	D	
Woodward, Inc. Common Stock	02/14/2019	S ⁽¹⁾	1,600	D	\$ 94.1069 (4)	226,390	D	
Woodward, Inc. Common Stock	02/15/2019	M	8,500	A	\$ 23.18	234,890	D	
Woodward, Inc. Common Stock	02/15/2019	S ⁽¹⁾	8,500	D	\$ 93.5827 (5)	226,390	D	
Woodward, Inc. Common Stock						20,128 (6)	I	Held in the Woodward Retirement Savings Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and An Underlying Sec (Instr. 3 and 4)
						Date Exercisable Expiration Date	Title
				Code V (A) (D)			
Nonqualified Stock Option (right to buy)	\$ 23.18	02/13/2019		M	8,500	10/01/2010 ⁽⁷⁾ 09/30/2019 ⁽⁷⁾	Woodward, Inc. Common Stock

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- (7) Options which expire September 30, 2019 became exercisable as to 25% of the shares on October 1, 2010 and each one-year anniversary thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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