GENDRON THOMAS A

Form 5

November 15, 2010

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer GENDRON THOMAS A Symbol WOODWARD GOVERNOR CO (Check all applicable) [WGOV] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 09/30/2010 President and CEO 1000 E. DRAKE ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) FORT COLLINS, Â COÂ 80525 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(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	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
(1101117)		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5) (A) or Amount (D) Price	Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)						
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units	Â	12/01/2009	Â	A	191.416	Â	(1)(2)	(1)(2)	Woodward Governor Company Common Stock	191.41
Phantom Stock Units	Â	03/01/2010	Â	A	156.653	Â	(1)(3)	(1)(3)	Woodward Governor Company Common Stock	156.65
Phantom Stock Units	Â	06/01/2010	Â	A	169.718	Â	(1)(4)	(1)(4)	Woodward Governor Company Common Stock	169.71
Phanton Stock Units	Â	09/01/2010	Â	A	169.09	Â	(1)(5)	(1)(5)	Woodward Governor Company Common Stock	169.0

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GENDRON THOMAS A 1000 E. DRAKE ROAD FORT COLLINS, CO 80525	ÂX	Â	President and CEO	Â		

Signatures

Jody L. Harrell, by Power of Attorney 11/15/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents dividends reinvested in phantom stock units under the terms of the Woodward Executive Benefit Plan (the "Plan"). Phantom stock units are accrued under the Plan and are to be settled in 100% stock on a one-for-one basis at the distribution date specified at the time of election, or if earlier, upon separation from the Company. The total shown represents the dollar amount of dividends reinvested divided by the then current share price and, therefore, the number of shares reported may fluctuate from period to period. The total shown also includes phantom stock units acquired in connection with supplemental excess benefit contributions, and other acquisitions made

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under the Plan.

- (2) On December 1, 2009, dividends received by the reporting person in respect of phantom stock units held under the Plan were reinvested in Company stock under the Plan.
- (3) On March 1, 2010, dividends received by the reporting person in respect of phantom stock units held under the Plan were reinvested in Company stock under the Plan.
- (4) On June 1, 2010, dividends received by the reporting person in respect of phantom stock units held under the Plan were reinvested in Company stock under the Plan.
- On September 1, 2010, dividends received by the reporting person in respect of phantom stock units held under the Plan were reinvested in Company stock under the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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 valid OMB number.