

GENDRON THOMAS A
 Form 4/A
 October 10, 2006

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 GOVERNOR CO [WGOV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5001 N. SECOND STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/28/2006

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

ROCKFORD, IL 61111

4. If Amendment, Date Original Filed(Month/Day/Year)
 10/02/2006

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 or Disposed of (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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Woodward Governor Company Common Stock	09/28/2006		F/K		2,789 (1)	D	\$ 33.7 9,331
Woodward Governor Company Common Stock	09/28/2006		M/K		12,000 (2)	A	\$ 7.83 21,331
Woodward Governor	09/28/2006		F/K		3,817 (3)	D	\$ 33.7 17,514

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(4) Transaction is the exercise of a derivative security; exercise price reported in column 2.

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