HEENAN THOMAS W Form 4 October 08, 2002

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FORM	4
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STATEMENT OF CHANGES IN BENEFICAL OWNERSHIP

/X/	Check	this	box	if	no	longer	subject	to	Section	16.	Form	4	or	Form	5
	obliga	ations	s may	7 C	ont	inue. S	EE Instru	act:	ion 1(b)						

(Last)	Heenan	
(First)	Thomas	
(Middle)	W.	
(Street)	5001 N. Second	Street
(City)	Rockford	
(State)		
(Zip)	61111	
Issuer Name	and Ticker or Tra	ding Symbol
•	e)	Woodward Governor Company
· 		
(Ticker or	e) Trading Symbol) ocial Security Num	
(Ticker or	e) Trading Symbol) ocial Security Num	WGOV
(Ticker or I.R.S. or S (I.D. Numbe Statement f (Month/Day)	e) Trading Symbol) ocial Security Num r) or Month/Day/Year 10/07	WGOV
(Ticker or I.R.S. or S (I.D. Numbe Statement f	e) Trading Symbol) ocial Security Num r) or Month/Day/Year 10/07	WGOV
(Ticker or I.R.S. or S (I.D. Numbe Statement f (Month/Day)	cocial Security Num cocial Security Num r) or Month/Day/Year 10/07	WGOV
(Ticker or I.R.S. or S (I.D. Numbe Statement f (Month/Day)	cocial Security Num cocial Security Num r) or Month/Day/Year 10/07	WGOV ber of Reporting Person (Voluntary)

	(Director)										
		(Officer, give title below)									
	(10% Owner)										
	(Other, spec	cify below)									
7.	Individual or Jo			pplicable Line							
	/X/ Form filed k	oy One Reporti	ng Person								
		by More than C									
TABL	E I - NON-DERIVAT	TIVE SECURITIE	ES ACQUIRED, I	DISPOSED OF, C	OR BENEF	ICIALLY OWNED					
(Ins	itle of Security tr. 3)	2. Transac- tion Date (Month/	2A. Deemed Execution	3. Transacti Code (Instr.	lon 4. .8) (A	Securities Acqui) or Disposed of nstr. 3, 4, and 5	red 5. Amo (D) Securi Benefi				
		Date/Year)	Date, if any (Month/ Day/Year)	Code V	7 Am	ount (A) or Pri (D)	 .ce Owned Follow Report Transa (Instr				
	ward Governor						8,000				

Company Common Stock

Woodward Governor Company Common Stock	800
Woodward Governor Company Common Stock	800
Woodward Governor Company Common Stock	4,000
Woodward Governor Company Common Stock	5,236

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)	or Exercise	Date (Month/Day/	3A. Deemed Execution Date, if any (Month/Day/			5. Number of Derivative Securities Acquired (A) Disposed of (D) (Instr. 4, and 5)			
			Year)	Code	V	(A)	(D)		
Nonqualified Stock Option (right to buy)	\$69.22	04/26/01							
Nonqualified Stock Option (right to buy)	\$54.57	01/23/02							
		OR BENE	IVE SECURITIE FICIALLY OWNE S, OPTIONS, C	D					
7							10 0		

10. Ownership

^{7.} Title and Amount of Underlying Securities

(Instr. 3 and 4)		8 Price of	9. Number of Derivative Securities Beneficially			
Title	Amount or Number of	Derivative Security	Owned Following	Beneficially at End of Mon (Instr. 4)		
Common Stools	1 000 (-)					
Common Stock	, , ,		1,000 	D 		
Common Stock			2,000	D		

Explanation of Responses: (a) 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. (b) Grant to reporting person of option to buy shares of common stock under the Woodward Governor Company 2002 Stock Option Plan is an exempt transaction under Rule 16b-3.

/s/	Thomas	W.	Heenan		10/7/2002
**Si	gnature	of	Reporting	Person	Date

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

- * If the form is filed by more than one reporting person, SEE Instruction $4\,\mbox{(b)}\,\mbox{(v)}\,.$
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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