

CARTER STEPHEN P
 Form 4
 December 01, 2004

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 CARTER STEPHEN P

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)
 11/29/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. VP, CFO & Treasurer

ROCKFORD, IL 61111

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)
				(A) or (D) Code V Amount (D) Price			
Woodward Governor Company Common Stock					2,768	D	
Woodward Governor Company Common Stock					3,246	I	Stock Plan

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

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(9-02)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	<u>(1)</u>	11/29/2004		A	2,201	<u>(1)</u>	<u>(1)</u>	Common Stock	2,201
Nonqualified Stock Option	\$ 16.625					01/10/1996	01/10/2006	Common Stock	3,000
Nonqualified Stock Option	\$ 23.5					11/18/1996	11/18/2006	Common Stock	17,600
Nonqualified Stock Option	\$ 32.25					11/17/1997	11/17/2007	Common Stock	20,000
Nonqualified Stock Option	\$ 32					01/14/1998	01/14/2008	Common Stock	7,540
Nonqualified Stock Option	\$ 22					11/16/1998	11/16/2008	Common Stock	18,000
Nonqualified Stock Option	\$ 24.75					11/15/1999	11/15/2009	Common Stock	13,000
Nonqualified Stock Option	\$ 41.813					<u>(2)</u>	11/21/2010	Common Stock	10,000
Nonqualified Stock Option	\$ 49					<u>(2)</u>	10/01/2011	Common Stock	15,000
Nonqualified Stock Option	\$ 47.72					<u>(2)</u>	10/07/2012	Common Stock	10,000
Nonqualified Stock Option	\$ 46.42					<u>(2)</u>	11/21/2013	Common Stock	13,000
Nonqualified Stock Option	\$ 71.45					<u>(2)</u>	11/24/2014	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARTER STEPHEN P 5001 N. SECOND STREET ROCKFORD, IL 61111			Exec. VP, CFO & Treasurer	

Signatures

Carol J. Manning, by power of attorney
12/01/2004

__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) The phantom stock units were accrued under the Woodward Executive Benefit Plan and are to be settled in 100% cash upon separation from the Company.
- (2) Shares become exercisable at the rate of 25% per year beginning one year from date of grant.

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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