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WOODWARD GOVERNOR CO
 Form 4
 February 08, 2002

 FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

/X/ 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
 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
 Section 30(f) of the Investment Company Act of 1940
 (Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol		6. R
Carter	Stephen	P.	Woodward Governor Company		---
(Last)	(First)	(Middle)	WGOV		X
5001 North Second Street			3. IRS or Social Security Number of Reporting Person (Voluntary)		---
(Street)			4. Statement for Month/Year		---
Rockford			January 2002		7.
(City)	IL	61111	5. If Amendment, Date of Original (Month/Year)		X
(State)					Re
(Zip)	TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI				

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amo Sec Ben Own End Mon (In and
			(A) or (D) Price	
Woodward Governor Company Common Stock	01/25/02	P(*)	91 A \$54.75	2,1
Woodward Governor Company Common Stock				2,5

(*) Purchase pursuant to an established Rule 10b5-1 Plan-Officer Stock Purchase

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

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 CONTROL NUMBER.

FORM 4 (CONTINUED)

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
			Code	V (A) (D)
Nonqualified Stock Option (right to buy)	\$16.625	01/10/1996		
Nonqualified Stock Option (right to buy)	\$23.50	11/18/1996		
Nonqualified Stock Option (right to buy)	\$32.25	11/17/1997		
Nonqualified Stock Option (right to buy)	\$32.00	01/14/1998		
Nonqualified Stock Option (right to buy)	\$22.00	11/16/1998		
Nonqualified Stock Option (right to buy)	\$24.75	11/16/1999		
Nonqualified Stock Option (right to buy)	\$41.813	11/21/2000		
Nonqualified Stock Option (right to buy)	\$49.00	10/01/2001		
Phantom Stock Units	1-for-1	11/23/2001		

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7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of Shares			
Common Stock	3,000 (a)	3,000	D	
Common Stock	17,600 (b)	20,600	D	
Common Stock	20,068 (b)	40,668	D	
Common Stock	7,542 (b)	48,210	D	
Common Stock	18,000 (b)	66,210	D	
Common Stock	13,000 (b) (c)	79,210	D	
Common Stock	10,000 (b) (c)	89,210	D	
Common Stock	15,000 (b) (c)	104,210	D	
Common Stock	21,380	\$49.06 125,590	D	

Explanation of Responses: (a) Stock options originally granted on January 17, 1996 under the Woodward Governor Company 1996 Long-Term Incentive Compensation Plan remaining upon partial attainment of performance goals for Fiscal Year 1996. (b) 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. (c) Shares become exercisable at the rate of 25% per year beginning one year from date of grant.

(1) The phantom stock units were accrued under the Woodward Governor Company Unfunded Deferred Compensation Plan No. 2 and are to be settled in 100% cash upon separation from the Company.

/s/ Stephen

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of

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

