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CARTER STEPHEN P

Form 4

October 08, 2002

FORM 4

STATEMENT OF
CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*

(Last) Carter

(First) Stephen

(Middle) P.

(Street) 5001 N. Second Street

(City) Rockford

(State) IL

(Zip) 61111

2. Issuer Name and Ticker or Trading Symbol

(Issuer Name) Woodward Governor Company

(Ticker or Trading Symbol) WGOV

3. I.R.S. or Social Security Number of Reporting Person (Voluntary)

(I.D. Number)

4. Statement for Month/Day/Year

(Month/Day) October 7

(Year) 2002

5. If Amendment, Date of Original (Month/Day/Year)

(Month/Day)

(Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

/X/

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 (Director)

 /X/ (Officer, give title below)

 Vice President, Chief Financial Officer and Treasurer

 (10% Owner)

 (Other, specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

/X/

 /X/ Form filed by One Reporting Person

 Form filed by More than One Reporting Person

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/	2A. Deemed Execution	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5. Amount Owned Beneficially
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Date/Year)	Date, if any (Month/ Day/Year)	Code	V	Amount	(A) or (D)	Price	Owned Following Reported Transaction (Instr.
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Woodward Governor Company Common Stock							2,353
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Woodward Governor Company Common Stock							2,534
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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 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			

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Nonqualified \$49.00 10/01/2001
Stock
Option
(right to
buy)

Phantom 1-for-1 11/23/2001
Stock Units
Nonqualified \$47.72 10/07/2002 10/07/2002 A 10,000
Stock
Option
(right to
buy)

TABLE II CONTINUED - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF OR BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Deriv Securities Beneficially at End of Mon (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
Common Stock	10,000 (b) (c)		135,590	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

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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 P. Carter

October 7, 2002

**Signature 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(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) .

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