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GLOYD LAWRENCE E
 Form 4
 January 24, 2003

 FORM 4

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

 / / 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(h) 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
Gloyd	Lawrence	E.	Woodward Governor Company WGOV	---
(Last)	(First)	(Middle)		---
5001 N. Second Street			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year
(Street)				01/24/2003
Rockford IL 61111			5. If Amendment, Date of Original (Month/Day/Year)	7. X
(City)	(State)	(Zip)	TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI	

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Security Beneficially Owned Following Reporting Transaction (Instr. and 4)
			Code	V Amount (A) or (D) Price	
Woodward Governor Company Common Stock					6,292
Woodward Governor Company Common Stock					200

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TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(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 Acquired or Disposed (Instr. 8)
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Nonqualified Stock Option (right to buy)	\$36.91	01/22/03		Code	V	(A)
						1,000

7. Title and Amount of Underlying Securities	8. Price of Derivative	9. Number of Derivative	10. Ownership Form of	11. Nature of Indirect
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(Instr. 3 and 4)

Security
(Instr. 5)

Securities
Beneficially
Owned
Following
Reported
Transaction(s)
(Instr. 4)

Derivative
Securities
Beneficially
Owned at End
of Month
(Instr. 4)

Beneficia
Ownership
(Instr. 4)

Title	Amount or Number of Shares			
Common Stock	1,000 (a)		3,000	D

Explanation of Responses: (a) 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/ Lawrence E. Gloyd 01/24/03

**Signature of Reporting Person Date

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).
** 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.