

HALBROOK JOHN A  
Form 4  
December 12, 2012

**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 \*  
HALBROOK JOHN A

2. Issuer Name and Ticker or Trading Symbol  
Woodward, Inc. [WWD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1000 E. DRAKE ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/10/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

FORT COLLINS, CO 80525

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |   |
| Woodward, Inc. Common Stock     | 12/10/2012                           |  | M                              | 84,000 A \$ 7.7367  | 869,110   | D  |   |
| Woodward, Inc. Common Stock     | 12/10/2012                           |  | F                              | 41,841 D \$ 36.8  | 827,269   | D  |   |
| Woodward, Inc. Common Stock     | 12/11/2012                           |  | M                              | 48,000 A \$ 11.9084   | 875,269   | D  |   |

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|                                      |            |   |        |   |          |                        |   |  |
|--------------------------------------|------------|---|--------|---|----------|------------------------|---|--|
| Woodward,<br>Inc.<br>Common<br>Stock | 12/11/2012 | F | 27,384 | D | \$ 36.74 | 847,885 <sup>(1)</sup> | D |  |
| Woodward,<br>Inc.<br>Common<br>Stock |            |   |        |   |          | 206,035                | I | By self as trustee for the Benita K. Halbrook Grantor Retained Annuity Trust |
| Woodward,<br>Inc.<br>Common<br>Stock |            |   |        |   |          | 28,965                 | I | By self as co-trustee for The Benita K. Halbrook Living Trust                |
| Woodward,<br>Inc.<br>Common<br>Stock |            |   |        |   |          | 258,364                | I | By self as holder of note <sup>(2)</sup>                                     |

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

**Persons who 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.**

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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 Acquired (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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Nonqualified Stock Option (right to buy)   | \$ 7.7367  | 12/10/2012                           |  | M                              | 84,000  | 11/21/2004 11/21/2013                                    | Woodward, Inc. Common Stock                                 |

Nonqualified Stock Option \$ 11.9084 12/11/2012 M 48,000 11/24/2005 11/24/2014 (right to buy)

Woodward, Inc. Common Stock

# Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HALBROOK JOHN A<br>1000 E. DRAKE ROAD<br>FORT COLLINS, CO 80525 |               | X         |         |       |

# Signatures

Katrina L. Jaime, by Power of Attorney  
 12/12/2012

\*\*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) Includes 370,249 shares of Woodward common stock that are pledged in a standard margin account; 3,250 shares held in a joint account with Mr. Halbrook's son; 3,789 shares held jointly with Mr. Halbrook's mother and over which Mr. Halbrook holds power of attorney; and 193,630 shares held in the Halbrook Family Foundation.
  - (2) Mr. Halbrook beneficially owns 258,364 shares sold in 2011 to The Halbrook Family Irrevocable Trust (the "Halbrook Family Trust Shares"), of which Mr. Halbrook's children are the beneficiaries and trustees without dispositive power with respect to these shares. The Halbrook Family Trust Shares were sold by Mr. Halbrook in exchange for a promissory note in the principal amount of \$8,936,200, accruing interest at the rate of 1.5% per year.

### Remarks:

This Form 4 is filed to report the transactions shown herein, to reflect Mr. Halbrook's current holdings and correct previous in

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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