| Woodward, Ir Form 4 March 06, 201 | | | | | | | | | | | |
|---|---|--|-----------------------------------|-----------------|--|---------------------|--|--|--|--|--|
| FORM | Л | | | | | | | OMB A | PPROVAL | | |
| | UNITED S | FATES SECUE Was | | | | NGE C | OMMISSION | OMB Number: | 3235-0287 | | |
| Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b). | Filed pursu Filed pursu Suue. | 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 | | | | | | | | | |
| (Print or Type Re | esponses) | | | | | | | | | | |
| HALBROOK JOHN A Symbol | | | Name and Ticker or Trading | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Last) | (First) (Mi | | Earliest Tra | - | | | (Check | all applicable | e) | | |
| 1081 WOODWARD WAY | | | (Month/Day/Year) 03/02/2017 | | | | X_ Director10% Owner Officer (give titleOther (specify below) below) | | | | |
| FORT COLL | (Street) JINS, CO 80524 | | ndment, Dat hth/Day/Year) | e Original | | | 6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M | ne Reporting Pe | erson | | |
| (City) | | (ip) Tabl | e I - Non-De | rivative S | lecuri | ties Acm | Person uired, Disposed of, | or Beneficia | llv Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Transaction Date 2A. Deemed | | | ties A ispose 4 and (A) or | cquired d of (D) | 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) | | |
| Woodward, Inc. Common | 03/02/2017 | | S | Amount 8,200 | D | \$ 71.05 | 321,334.999 | D | | | |
| Stock Woodward, Inc. Common Stock | | | | | | | 191,893 | Ι | By Benita K. Halbrook as trustee for the John A. Halbrook Grantor | | |

Retained

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| | | | | | | | | Anı Tru | nuity st | |
|--|---|---|--|---|---|--------------------|-----------------------|--|---|---|
| Woodward, Inc. Common Stock | | | | | 79,980 |) I | | co-t for Ben | iita K. brook ing | |
| Woodward, Inc. Common Stock | | | | | 102,00 | 00 I | | trus the K. Hal 201 Gra Ret | ntor ained nuity | |
| Woodward, Inc. Common Stock | | | | | 251,68 | 81 I | | - | self as der of $e^{(1)}$ | |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number. | | | | | | | | | | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | |
| 1. Title of 2. Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactio Code (Instr. 8) | 5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration Date Am (Month/Day/Year) Und e Sec | | Amou Unde Secur | le and unt of rlying tities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr |
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| HALBROOK JOHN A 1081 WOODWARD WAY FORT COLLINS, CO 80524 | Х | | | | | | | |
| Signatures | | | | | | | | |
| Rebecca L. Dees, by Power of Attorney | | 03/06/20 | 017 | | | | | |
| <u>**</u> 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).

The Reporting Person beneficially owns 251,681 shares sold in 2011 to The Halbrook Family Irrevocable Trust (the "Halbrook Family
 (1) Trust Shares"), of which the Reporting Person's children are the beneficiaries and trustees without dispositive power with respect to the Halbrook Family Trust Shares. The Halbrook Family Trust Shares were sold by the Reporting Person in exchange for a promissory note.

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.