

Edgar Filing: MANNING CAROL J - Form 5

MANNING CAROL J
 Form 5
 November 13, 2001

----- UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 FORM 5 WASHINGTON, D.C. 20549

/ / CHECK THIS BOX IF NO STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
 LONGER SUBJECT TO SECTION 16. FORM 4 OR Filed pursuant to Section 16(a) of the Securities Exchange Act of 1
 FORM 5 OBLIGATIONS MAY Section 17(a) of the Public Utility Holding Company Act of 1935
 CONTINUE. SEE Section 30(f) of the Investment Company Act of 1940
 INSTRUCTION 1(b).
 (Print or Type Responses)

 1. Name and Address of Reporting Person* 2. Issuer Name AND Ticker or Trading Symbol 6. R

Turner C. Phillip Woodward Governor Company WGOV --

(Last) (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Year September 2001 --

5001 North Second Street

 (Street)

5. If Amendment, Date of Original (Month/Year) 7. X

Rockford IL 61125-7001

(City) (State) (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
			(A) or (D) Price	(In and
Woodward Governor Company Common Stock				12,
Woodward Governor Company Common Stock				20,

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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).

FORM 5 (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				11
Nonqualified Stock Option (right to buy)	\$23.50	11/18/1996				11
Nonqualified Stock Option (right to buy)	\$32.25	11/17/1996				11
Nonqualified Stock Option (right to buy)	\$32.00	01/14/1998				01
Nonqualified Stock Option (right to buy)	\$22.00	11/16/1998				11
Nonqualified Stock Option (right to buy)	\$24.75	11/16/1999				11
Nonqualified Stock Option (right to buy)	\$22.00	03/21/2000	M			4,000 11
Nonqualified Stock Option (right to buy)	\$41.813	11/21/2000				11
Phantom Stock Units	1-for-1	11/21/2000				(1

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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 Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of Shares			
Common Stock	9,980 (a)	9,980	D	
Common Stock	17,600 (b)	27,580	D	
Common Stock	18,046 (a)	45,626	D	
Common Stock	6,782 (a)	52,408	D	
Common Stock	20,000 (a)	72,408	D	
Common Stock	15,000 (a)	87,408	D	
Common Stock		83,408	D	
Common Stock	5,000 (a)	88,408	D	
Common Stock	6,028	94,436	D	

Explanation of Responses:

- (a) 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.
- (b) 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.

C. Philli

**Intentional misstatements or omissions of facts constitute
beneficially owned directly or indirectly.

**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.