

Edgar Filing: HALBROOK JOHN A - Form 4

HALBROOK JOHN A
 Form 4
 July 09, 2002

----- UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 FORM 4 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 t / / / |
| Halbrook John A. ----- (Last) (First) (Middle) 5001 North Second Street ----- (Street) | Woodward Governor Company WGOV | |
| Rockford IL 61111 ----- (City) (State) (Zip) | 3. IRS or Social Security Number of Reporting Person (Voluntary) | 4. Statement for Month/Year 06/2002 ----- 7. |
| | 5. If Amendment, Date of Original /X/ (Month/Year) | Form / / |
| 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 (In and |
|--|--|----------------------------------|---|------------------------------------|
| | | | (A) or (D) Price | |
| Woodward Governor Company Common Stock | | | | 8,6 |
| Woodward Governor Company Common Stock | | | | 5,0 |
| Woodward Governor Company Common Stock | 06/06/02 | P | 210 A \$56.42 | 1,2 |

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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).

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 CONTROL NUMBER.

FORM 4 (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 | | |
| 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 | | |

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| | | |
|--|----------|------------|
| Nonqualified Stock Option (right to buy) | \$41.813 | 11/21/2000 |
| Nonqualified Stock Option (right to buy) | \$49.00 | 10/01/2001 |
| Phantom Stock Units | 1-for-1 | 11/23/2001 |

| 7. Title and Amount of Under- lying Securities (Instr. 3 and 4) | 8. Price of Deriv- ative Secur- ity (Instr. 5) | 9. Number of Deriv- ative Securi- ties Bene- ficially Owned at End of Month (Instr. 4) | 10. Owner- ship Form of De- rivative Secu- rity: Direct (D) or Indi- rect (I) (Instr. 4) | 11. Nature of In- direct Bene- ficial Own- ership (Instr. 4) |
|---|---|---|---|---|
| Title | Amount or Number of Shares | | | |
| Common Stock | 30,960 (a) | 30,960 | D | |
| Common Stock | 53,600 (b) | 84,560 | D | |
| Common Stock | 57,794 (b) | 142,354 | D | |
| Common Stock | 21,721 (b) | 164,075 | D | |
| Common Stock | 50,000 (b) | 214,075 | D | |
| Common Stock | 35,000 (b) (c) | 249,075 | D | |
| Common Stock | 40,000 (b) (c) | 289,075 | D | |
| Common Stock | 50,000 (b) (c) | 339,075 | D | |
| Common Stock | 86,725 | \$49.06 425,800 | 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 common stock under the Woodward Governor Company 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.

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/s/ John A. Halbrook

July 8, 2002

**Signature of Reporting Person

Date

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

* 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 insuff
SEE Instruction 6 for procedure.