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Form 4										
February 05,										
FORM	4 UNITED S	STATES SEC	URITIES A /ashington,			NGE COI	MMISSION	OMB APF OMB Number:	3235-0287	
Check this		·	usington,	D.C. 200					January 31,	
if no longe subject to Section 16 Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated av burden hours response	•	
Form 5 obligation may conti <i>See</i> Instru- 1(b).	$\frac{1}{1}$ Section 17(a)	suant to Section a) of the Public 30(h) of the		ling Com	pany	Act of 19				
(Print or Type R	esponses)									
Preiss Chad Robert Symbol			ol	Issue				Relationship of Reporting Person(s) to ter		
(Last)	(First) (N		Woodward, Inc. [WWD] (Check 3. Date of Earliest Transaction				(Check	k all applicable)		
1081 WOOD	OWARD WAY		h/Day/Year) /2019				Director X Officer (give t low) Pres., Indu	itle 10% C below) strial Control S	(specify	
	(Street)		mendment, Da Month/Day/Year)	-		Ар	Individual or Join plicable Line) _ Form filed by Or	ne Reporting Pers	on	
FORT COLI	LINS, CO 80524					Per	_ Form filed by Mo rson	ore than One Repo	orting	
(City)	(State) (Zip) T	able I - Non-D	erivative S	ecuri	ties Acquir	ed, Disposed of,	or Beneficially	Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Month/Day/Year) Execution Date, if T any C			3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Woodward,			Code V	Amount	(D)	Price	(Instr. 3 and 4))		
Inc. Common Stock	02/04/2019		М	14,000	А	\$ 23.18	31,127.457	D		
Woodward, Inc. Common Stock	02/04/2019		S	14,000	D	\$ 89.7677 (1)	17,127.457	D		
Woodward, Inc. Common Stock							15,197.9864 (2)	⁴ I	Woodward Retiremen Savings Plan	

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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.

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	•	7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Nonqualified Stock Option (Right to buy)	\$ 23.18	02/04/2019		М	14,000	10/01/2010 <u>(3)</u>	09/30/2020 <u>(3)</u>	Woodward Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
hepotong o when i when of induities	Director	ector 10% Owner Officer		Other			
Preiss Chad Robert 1081 WOODWARD WAY FORT COLLINS, CO 80524			Pres., Industrial Control Syst				
Signatures							
Phoebe A. Larson, by Power of Attorney	f	02/05	/2019				

Explanation of Responses:

**Signature of 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).

Date

The reporting person sold shares in multiple same day, same way open market sales, with prices ranging from \$89.50 to \$89.98 per share.
 The reporting person has reported these sales on an aggregate basis using the weighted average price for the sales. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full

- information regarding the number of shares sold at each separate price. The information in this report regarding the number of shares held by the reporting person in the Woodward Retirement Savings Plan (the
- (2) "Plan") is based on a calculation as of February 4,2019.

(3)

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Options, which expire September 30, 2020 became exercisable as to 25% of the shares on October 1, 2011 and each one-year anniversary thereafter.

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.