#### YONKER MICHAEL T

Form 4

December 01, 2011

### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* YONKER MICHAEL T

Symbol

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(City)

(First)

(Street)

(State)

(Middle)

(Zin)

Woodward, Inc. [WWD] 3. Date of Earliest Transaction

(Month/Day/Year)

11/30/2011

\_X\_\_ Director 10% Owner

Other (specify Officer (give title below)

1000 E. DRAKE ROAD

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

FORT COLLINS, CO 80525

(City)	(State) (Z	Table	I - Non-De	erivative S	Securi	ties Acquire	d, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code (Instr. 8)	or Dispo (Instr. 3,	sed of 4 and (A) or	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)
Woodward, Inc. Common Stock	11/30/2011		Code V  M	Amount 9,000	` ,	Price \$ 11.8555	45,216	D	
Woodward, Inc. Common Stock	11/30/2011		S	9,000	D	\$ 41.2876	36,216	D	

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

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SEC 1474 (9-02)

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## 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. Transactic Code (Instr. 8)	5. Number on f 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 Amo Underlying Secu (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Nonqualified Stock Option (right to buy)	\$ 11.8555	11/30/2011		M	9,000	01/27/2006(1)	01/27/2015	Woodward, Inc. Common Stock
Nonqualified Stock Option (right to buy)	\$ 13.5					11/23/2006(2)	11/23/2015	Woodward, Inc. Common Stock
Nonqualified Stock Option (right to buy)	\$ 18.49					11/15/2007(2)	11/15/2016	Woodward, Inc. Common Stock
Nonqualified Stock Option (right to buy)	\$ 32.73					11/16/2008(2)	11/16/2017	Woodward, Inc. Common Stock
Nonqualified Stock Option (right to buy)	\$ 18.67					11/24/2009(2)	11/24/2018	Woodward, Inc. Common Stock
Nonqualified Stock Option (right to buy)	\$ 23.18					10/01/2010(2)	10/01/2019	Woodward, Inc. Common Stock
Nonqualified Stock Option (right to buy)	\$ 32.04					10/01/2011(2)	10/01/2020	Woodward, Inc. Common Stock
	\$ 25.57					10/03/2012(2)	10/03/2021	

Nonqualified Stock Option (right to buy) Woodward, Inc. Common Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
·r· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
YONKER MICHAEL T 1000 E. DRAKE ROAD FORT COLLINS, CO 80525	X					

### **Signatures**

Jody L. Harrell, by Power of Attorney

12/01/2011

\*\*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) Options, which expire in January 2015, became exercisable at the rate of 25% per year beginning on January 27, 2006.
- (2) Options become exercisable at a rate of 25% per year beginning on the exercisable date shown.

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.

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