Woodward, Inc. Form 4 November 17, 2014

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or 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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * PETROVICH MARY L

(First) (Middle)

1000 E. DRAKE ROAD

(Street)

2. Issuer Name and Ticker or Trading Symbol

Woodward, Inc. [WWD]

3. Date of Earliest Transaction (Month/Day/Year) 11/13/2014

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

_X__ Director 10% Owner Officer (give title Other (specify below)

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

			1 cross						
(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	Secur	ities Acqui	red, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition(A) or Di (Instr. 3,	spose	ed 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 Stock	11/13/2014		M	9,000	A	\$ 11.855	19,297	I	By self as sole trustee of Petrovich Revocable Living Trust dated 05/14/2001
Woodward, Inc. Common Stock	11/13/2014		D	9,000	D	\$ 50.5 (1)	10,297	I	By self as sole trustee of Petrovich Revocable

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			Living Trust dated 05/14/2001
Woodward, Inc. Common Stock	1,703	I	By self as sole trustee of Petrovich Remainder Trust - 2005.
Woodward,			
Inc. Common Stock	4,607	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)

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 proof 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 Amour Underlying Securit (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	A or Title N of S.
Nonqualifed Stock Option (right to buy)		11/13/2014		M	9,000	01/27/2006(2)	01/27/2015	Woodward, Inc. Common Stock

Reporting Owners

FORT COLLINS, CO 80525

Reporting Owner Name / Address

Director 10% Owner Officer Other

PETROVICH MARY L

1000 E. DRAKE ROAD X

Signatures

Rebecca L. Theobald, by Power of
Attorney

11/17/2014

**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 executed a trade order through a broker-dealer which resulted in multiple same day, same way open market purchases, with prices ranging from \$50.49 to \$50.54 per share. The reporting person has reported these purchases on an aggregate basis
- (1) using the weighted average price for the transactions. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information regarding the number of shares purchased at each separate price.
- (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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