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FULKROD RONALD E
 Form 5
 November 13, 2001

 FORM 5

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

/ / CHECK THIS BOX IF NO
 LONGER SUBJECT TO
 SECTION 16. FORM 4 OR
 FORM 5 OBLIGATIONS MAY
 CONTINUE. SEE
 INSTRUCTION 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
 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
 Section 30(f) of the Investment Company Act of 1940

(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 4. Statement for --

Number of Reporting Month/Year
 Person, if an entity September 2001
 (voluntary)

5001 North Second Street

(Street)

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

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 |
|---|---|---|---|---|
| | | Code V | Amount (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.