

Edgar Filing: MANNING CAROL J - Form 5

MANNING CAROL J
 Form 5
 November 13, 2002

 FORM 5

 // CHECK BOX IF NO LONGER ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
 SUBJECT TO SECTION 16. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1
 FORM 4 OR FORM 5 OBLI- Section 17(a) of the Public Utility Holding Company Act of 1935
 GATIONS MAY CONTINUE. Section 30(h) of the Investment Company Act of 1940
 SEE INSTRUCTION 1(b).

 // FORM 3 HOLDINGS REPORTED
 // FORM 4 TRANSACTIONS REPORTED

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6.
Manning	Carol	J.	Woodward Governor Company WGOV		---
(Last)	(First)	(Middle)			X
5001 N. Second Street			3. IRS Identification Number of Reporting Person, if an entity (voluntary)		---
(Street)			4. Statement for Month/Year September 2002		---
Rockford, IL 61111			5. If Amendment, Date of Original (Month/Year)		X
(City)	(State)	(Zip)			---

 TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOS

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Am Se Be Ow en Is Fi (In an
				Amount (A) or Price (D)	
Woodward Governor Company Common Stock			J*		
Woodward Governor Company Common Stock					
Woodward Governor Company Common Stock			A		
Woodward Governor Company Common Stock			J*		

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* If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(e.g., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion of Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4)
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(A)

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 Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Amount or

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Title	Number of Shares
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Explanation of Responses:

/s/ Carol J. Manning -----	November 12, 2002 -----
**Signature of Reporting Person	Date

**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 provided is insufficient, SEE Instruction 6 for procedure.