

Edgar Filing: GENDRON THOMAS A - Form 5

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.