Woodward, Inc. Form 4 May 13, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

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Check this box

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **DONOVAN PAUL** 

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Woodward, Inc. [WWD]

(Check all applicable)

(Last) (First) (Middle)

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

\_X\_\_ Director 10% Owner Other (specify Officer (give title

1000 E. DRAKE ROAD

04/02/2014

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

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

Person

below)

Filed(Month/Day/Year)

(Zip)

FORT COLLINS, CO 80525

(City)

						-	•		•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi on(A) or Do (Instr. 3,	ispose 4 and (A) or	d of (D) 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	04/28/2014(1)		Code V	Amount 540	,	Price \$ 43.71	32,327	D	
Woodward, Inc. Common Stock	04/28/2014(1)		P	306	A	\$ 43.79	958.535 <u>(2)</u>	I	By wife

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

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SEC 1474 (9-02)

#### Edgar Filing: Woodward, Inc. - Form 4

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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. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(3) (4)	04/02/2014(1)		A	470.921	(3)	(3)	Woodward, Inc. Common Stock	470.921

#### **Reporting Owners**

Reporting Owner Name / Address		Relation	nships	
	ъ.	1000	0.00	_

Director 10% Owner Officer Other

DONOVAN PAUL 1000 E. DRAKE ROAD X FORT COLLINS, CO 80525

### **Signatures**

Rebecca L. Theobald, By Power of Attorney 05/13/2014

\*\*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).
- (1) This transaction was inadvertently previously not reported.
- (2) Mr. Donovan disclaims beneficial ownership of the shares held by his wife, and this report should not be deemed an admission that Mr. Donovan is the beneficial owner of his wife's shares for purposes of Section 16 or for any other purposes.
  - Represents deferred director retainer fees invested in phantom stock units under the terms of the Woodward Executive Benefit Plan (the "Plan"). Phantom stock units are accrued under the Plan and are to be settled in 100% common stock on a one-for-one basis at the
- (3) distribution date specified at the time of election, or if earlier, upon separation from the Company. The total shown represents the dollar amount of director retainer fees deferred divided by the then current share price and, therefore, the number of shares reported may fluctuate from period to period.
- (4) Pursuant to an election made by Mr. Donovan to defer a portion of his 2014 director retainer fees pursuant to the Plan, a portion of his director retainer fees was invested in phantom stock units on April 2, 2014.

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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