

Woodward, Inc.  
Form 4  
November 24, 2014

**FORM 4**

**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 OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HALBROOK JOHN A**

(Last) (First) (Middle)

**1000 E. DRAKE ROAD**

(Street)

**FORT COLLINS, CO 80525**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**Woodward, Inc. [WWD]**

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

**11/20/2014**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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	11/20/2014		S	3,000 (1) D	\$ 51.25 459,130.678	D	
Woodward, Inc. Common Stock	11/20/2014		S	4,000 (1) D	\$ 51.5 455,130.678 (2)	D	
Woodward, Inc. Common Stock					245,000	I	By Benita K. Halbrook as trustee

Woodward, Inc. Common Stock	134,472 <sup>(3)</sup>	I	for the John A. Halbrook Grantor Retained Annuity Trust  By self as trustee for the Benita K. Halbrook Grantor Retained Annuity Trust
Woodward, Inc. Common Stock	100,528 <sup>(3)</sup>	I	By self as co-trustee for The Benita K. Halbrook Living Trust
Woodward, Inc. Common Stock	254,343 <sup>(4)</sup>	I	By self as holder of note

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Transaction Code (Instr. 8)	5. Number of 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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
Code	V	(A)	(D)	Date	Expiration	Title	Amount		
				Exercisable	Date		or		

Number  
of  
Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALBROOK JOHN A 1000 E. DRAKE ROAD FORT COLLINS, CO 80525	X			

## Signatures

Rebecca L. Theobald, by Power of Attorney	11/24/2014
**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) Shares sold by the Halbrook Family Foundation.
- (2) Holding total reflects 245,000 shares transferred, without consideration, to the John A. Halbrook Grantor Retained Annuity Trust.
- (3) Totals reflect transfers, without consideration, between the Benita K. Halbrook GRAT and the Benita K. Halbrook Living Trust.
- (4) Total reflects transfer, without consideration, of 4,021 shares to the John Halbrook Living Trust (the "Living Trust"). Shares held by the Living Trust are reported within the Reporting Person's direct ownership.

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.