

Weber Robert F Jr
 Form 4
 May 03, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Weber Robert F Jr

(Last) (First) (Middle)
 1081 WOODWARD WAY
 (Street)

FORT COLLINS, CO 80524

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Woodward, Inc. [WWD]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/02/2019

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)
 CFO & Treasurer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (D) or Price (A) | | |
| Woodward, Inc. Common Stock | 05/02/2019 | | M | | 10,000 A \$ 23.18 | 36,553 | D |
| Woodward, Inc. Common Stock | 05/02/2019 | | M | | 15,000 A \$ 32.04 | 51,553 | D |
| Woodward, Inc. Common Stock | 05/02/2019 | | S | | 13,300 D \$ 106.864 | 38,253 | D |

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| | | | | | | | | |
|--------------------------------------|------------|---|--------|---|-----------------------------|------------------|---|---|
| Woodward, Inc. Common Stock | 05/02/2019 | S | 11,700 | D | \$ 107.446 <u>(2)</u> | 26,533 | D | |
| Woodward, Inc. Common Stock | | | | | | 3,689 <u>(3)</u> | I | Woodward Retirement Savings Plan |

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

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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 Underlying (Instr. 3 and 4) | | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|-----|
| | | | | | | Date Exercisable | Expiration Date | Title | |
| | | | | | | Code | V | (A) | (D) |
| Non-Qualified Stock Option (Right to Buy) | \$ 23.18 | 05/02/2019 | | M | 10,000 | 10/01/2010 ⁽⁴⁾ | 10/01/2019 ⁽⁴⁾ | Woodward Inc. Common Stock | |
| Non-Qualified Stock Option (Right to Buy) | \$ 32.04 | 05/02/2019 | | M | 15,000 | 10/01/2011 ⁽⁵⁾ | 10/01/2020 ⁽⁵⁾ | Woodward Inc. Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Weber Robert F Jr 1081 WOODWARD WAY FORT COLLINS, CO 80524 | | | CFO & Treasurer | |

Signatures

Rebecca L. Dees, by Power of
Attorney

05/03/2019

__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) The reporting person sold shares in multiple same day, same way open market transactions, with prices ranging from \$106.19 to \$107.18 per share. The reporting person has reported these sales on an aggregate basis using the weighted average price for the sales. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.

The reporting person sold shares in multiple same day, same way open market transactions, with prices ranging from \$107.19 to \$107.94 per share. The reporting person has reported these sales on an aggregate basis using the weighted average price for the sales. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.
 - (2) The information in this report regarding the number of shares held by the reporting person in the Woodward Retirement Savings Plan (the "Plan") is based on a calculation as of May 2, 2019.
 - (3) Options, which expire on October 1, 2019, became exercisable at the rate of 25% per year beginning on October 1, 2010.
 - (4) Options, which expire on October 1, 2020, became exercisable at the rate of 25% per year beginning on October 1, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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