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WOODWARD GOVERNOR CO
 Form 4
 January 28, 2003

 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).
 (Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
 Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol	6. R
Carter	Stephen	P.	Woodward Governor Company/WGOV	--
(Last)	(First)	(Middle)		X
5001 N. Second Street			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year
(Street)				January 27, 2003
Rockford	IL	61111		5. If Amendment, Date of Original (Month/Day/Year)
(City)	(State)	(Zip)		7. <u>X</u>

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR TRANSFERRED

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 Reporting Transaction (Instr. 4)
			Code	V	Amount (A) or Price (D)	
Woodward Governor Company Common Stock	01/27/03	01/27/03	P(*)		133 A \$37.54	2,663
Woodward Governor Company Common Stock						2,807

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(*) Purchase pursuant to an established Rule 10b5-1 Plan--Officer Stock Purchase

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 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 or Disposed (Instr. 8)
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Code V (A)

Phantom Stock Units	1-for-1	11/23/2001			
Nonqualified Stock Option (right to buy)	\$47.72	10/07/2002			

7. Title and Amount of 8. Price of 9. Number of 10. Ownership 11. Nature of

