HALBROOK JOHN A

Form 4

December 02, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

Stock

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

Symbol

Woodward, Inc. [WWD]

5. Relationship of Reporting Person(s) to

Issuer

1000 E. DRAKE ROAD

3. Date of Earliest Transaction

(Month/Day/Year)

11/30/2011

_X__ Director 10% Owner Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

(Check all applicable)

below)

(Street)

(First)

(Middle)

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

FORT COLLINS, CO 80525

(City)	(State) (Z	ip) Table	I - Non-De	rivative S	ecurit	ies Acqui	red, Disposed of	, or Beneficial	lly 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. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	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	11/30/2011		S	6,000	D		770,827	D	
Woodward, Inc. Common Stock	11/30/2011		S	5,000	D	\$ 41.65	765,827 (1)	D	
Woodward, Inc. Common							230,000	I	By self as trustee for The Benita

K.

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			Halbrook Grantor Retained Annuity Trust
Woodward, Inc. Common Stock	5,000	I	By self as co-trustee for The Benita K. Halbrook Living Trust
Woodward, Inc. Common Stock	260,000	I	By self as holder of note. See footnote (2)

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.

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Am Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Nonqualified Stock Option (right to buy)	\$ 7.7367					11/21/2004(3)	11/21/2013	Woodward, Inc. Common Stock	168
Nonqualified Stock Option (right to buy)	\$ 11.9084					11/24/2005(3)	11/24/2014	Woodward, Inc. Common Stock	48,
Nonqualified Stock Option	\$ 18.49					11/15/2007(3)	11/15/2016	Woodward, Inc.	8,2

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(right to buy)				Common Stock	
Nonqualified Stock Option (right to buy)	\$ 32.73	11/16/2008(3)	11/16/2017	Woodward, Inc. Common Stock	5,
Nonqualified Stock Option (right to buy)	\$ 18.67	11/24/2009(3)	11/24/2018	Woodward, Inc. Common Stock	3,
Nonqualified Stock Option (right to buy)	\$ 23.18	10/01/2010(3)	10/01/2019	Woodward, Inc. Common Stock	7,
Nonqualified Stock Option (right to buy)	\$ 32.04	10/01/2011(3)	10/01/2020	Woodward, Inc. Common Stock	6,
Nonqualified Stock Option (right to buy)	\$ 25.57	10/03/2012(3)	10/03/2021	Woodward, Inc. Common Stock	6,

Reporting Owners

Relationships					
Director	10% Owner	Officer	Other		
X					
		Director 10% Owner	Director 10% Owner Officer		

Signatures

Jody L. Harrell, by Power of Attorney

12/02/2011

**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).
- Includes 352,962 shares of Woodward common stock that are pledged in a standard margin account; 3,250 shares held in a joint account with Mr. Halbrook's son; 3,759 shares held jointly with Mr. Halbrook's mother and over which Mr. Halbrook holds power of attorney; 189,855 shares held in the Halbrook Family Foundation; and 47,227 shares held in an individual retirement account.
- Mr. Halbrook beneficially owns 260,000 shares sold in 2011 to The Halbrook Family Irrevocable Trust (the "Halbrook Family Trust Shares"), of which Mr. Halbrook's children are the beneficiaries and trustees without dispositive power with respect to these shares. The Halbrook Family Trust Shares were sold by Mr. Halbrook in exchange for a promissory note in the principal amount of \$8,936,200, accruing interest at the rate of 1.5% per year.

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(3) Options become exercisable at a rate of 25% per year beginning on the exercisable date shown.

Remarks:

This Form 4 is filed to report the transactions shown herein, to reflect Mr. Halbrook's current holdings and correct previous mix 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.