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COHN JOHN D Form 4 December 23, 2002

 FORM 4		J	JNITE		S SECURITIES A			SSION		
	JECT TO . FORM 4 OR IGATIONS MAY SEE N 1(b).	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act Section 17(a) of the Public Utility Holding Company Act of Section 30(h) of the Investment Company Act of 1940								
1. Name and Add	lress of Repor	ting Person*	2.	Issuer	Name AND Tic	ker or	Trading Sym	bol 6. F		
Cohn	John	D.		Woodwar	rd Governor C	ompany	WGOV	2 		
(Last)	(First)	(Middle)	3.	I.R.S. Identification Number of Reporting Person, if an entity			Month/Day/	/Day/Year 		
5001 N. Sec	ond Street			(voluntary) 12/20						
	(Street)					5.	If Amendme Date of Or (Month/Day	nt, iginal _X_		
Rockford	IL	61111						, 		
(City)	(State)	(Zip)		TABLE	I - NON-DERI	VATIVE	SECURITIES .	ACQUIRED, DI		
1. Title of 2 Security (Instr. 3)	action Date (Month/	Execution Date,	action Code (Instr. 8)		1. Securities or Dispose (Instr. 3,	d of (I 4 and	5)	5. Amount of Securiti Benefici Owned For ing Repo		
	Year)	Year)	Code	V	Amount	(A) (D)	Price	(Instr. and 4)		
Woodward Govern Company Common					1,000	Δ	\$44.075	1,000		
Stock	12/20/02		r 				944.U/J	1,000 		

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FORM 4 (CONTINUED)	TABLE		DERIVATIV									
1. Title of Derivative Secu (Instr. 3)	rity		Conver- sion or Exercise Price of Deriv- ative Security		Trans- action Date (Month/ Day/ Year)		ution , ny th/		Trans	Code		Number ative quired posed (Instr
								Cc	ode	V		(A)
7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8.	Deri Secu	ce of vative urity str. 5)	9.	Number of Derivati Securiti Benefici Owned Followin Reported Transact	ive ies ially ng d tion(s	Dire	of vat rit ct rec	ive ies: (D) o		Ind Ber Owr	ture of direct neficia nership

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Title	Amount or Number of Shares		
 Explanation o	f Rasnansas:	 	
napianacion o	r Kesponses.		

/s/ John D. Cohn 12/20/02 ______ Date **Signature of Reporting Person

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

- * 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).

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

http://www.sec.gov/division/corpfin/forms/form4.htm

LAST UPDATE: 09/05/2002