

GENDRON THOMAS A
 Form 4
 February 07, 2012

FORM 4

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

OMB APPROVAL

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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 *
 GENDRON THOMAS A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1000 E. DRAKE ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/03/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

FORT COLLINS, CO 80525

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) Price			
Woodward, Inc. Common Stock	02/03/2012		M	60,000 A \$ 7.9534	167,049	D	
Woodward, Inc. Common Stock	02/03/2012		S	60,000 D \$ 45.6219	107,049	D	
Woodward, Inc. Common Stock					17,430 ⁽¹⁾	I	By Woodward Retirement Savings

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

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(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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Nonqualified Stock Option (right to buy)	\$ 7.9534	02/03/2012		M	60,000	10/07/2003 ⁽²⁾	10/07/2012	Woodward, Inc. Common Stock
Nonqualified Stock Option (right to buy)	\$ 7.7367					11/21/2004 ⁽³⁾	11/21/2013	Woodward, Inc. Common Stock
Nonqualified Stock Option (right to buy)	\$ 11.9084					11/24/2005 ⁽³⁾	11/24/2014	Woodward, Inc. Common Stock
Nonqualified Stock Option (right to buy)	\$ 13.5					11/23/2006 ⁽³⁾	11/23/2015	Woodward, Inc. Common Stock
Nonqualified Stock Option (right to buy)	\$ 18.49					11/15/2007 ⁽³⁾	11/15/2016	Woodward, Inc. Common Stock
Nonqualified Stock Option (right to buy)	\$ 32.73					11/16/2008 ⁽³⁾	11/16/2017	Woodward, Inc. Common Stock
Nonqualified Stock Option	\$ 18.67					11/24/2009 ⁽³⁾	11/24/2018	Woodward, Inc.

(right to buy)					Common Stock
Nonqualified Stock Option (right to buy)	\$ 23.18		10/01/2010 ⁽³⁾	10/01/2019	Woodward, Inc. Common Stock
Nonqualified Stock Option (right to buy)	\$ 32.04		10/01/2011 ⁽³⁾	10/01/2020	Woodward, Inc. Common Stock
Nonqualified Stock Option (right to buy)	\$ 25.57		10/03/2012 ⁽³⁾	10/03/2021	Woodward, Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENDRON THOMAS A 1000 E. DRAKE ROAD FORT COLLINS, CO 80525	X		President and CEO	

Signatures

Lynsey L. Weimer, by Power of Attorney

02/07/2012

____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 information in this report regarding the number of shares held by Mr. Gendron in the Woodward Retirement Savings Plan is based on a calculation as of February 3, 2012.
- (2) Options, which expire in October 2012, became exercisable at the rate of 25% per year beginning October 7, 2003
- (3) Options become exercisable at a rate of 25% per year beginning on the exercisable date shown.

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.