

Weber Robert F Jr
 Form 4
 August 17, 2018

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 *
 Weber Robert F Jr

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)
 1081 WOODWARD WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/16/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 CFO & Treasurer

FORT COLLINS, CO 80524

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 | 08/16/2018 | | M | | 10,865 | A | \$ 23.18 |
| Woodward, Inc. Common Stock | 08/16/2018 | | S | | 10,865 | D | \$ 79.1439 ⁽¹⁾ |
| Woodward, Inc. Common Stock | | | | | 3,514.86 | I | ⁽²⁾ |
| | | | | | | | Woodward Retirement Savings Plan |

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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 Underlying (Instr. 3 and 7) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| Non-Qualified Stock Option (Right to Buy) | \$ 23.18 | 08/16/2018 | | M | 10,865 | 10/01/2010 ⁽³⁾ 10/01/2019 ⁽³⁾ | 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 08/17/2018

**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 \$79.00 to \$79.35 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 August 13, 2018.

(3) Options, which expire on October 1, 2019, became exercisable at the rate of 25% per year beginning on October 1, 2010.

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