

Glass Martin Val
Form 4/A
October 12, 2011

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 *
Glass Martin Val

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

FORT COLLINS, CO 80525

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
09/21/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Turbine Systems

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

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 (A) or (D) Price		
Woodward Governor Company Common Stock	09/17/2009		M		12,000 ⁽¹⁾ A \$ 4.125 16,062 ⁽²⁾	D	
Woodward Governor Company Common Stock	09/17/2009		S		1,000 ^{(3) (4)} D \$ 25.36 15,062 ⁽²⁾	D	
Woodward Governor	09/17/2009		S		6,532 ⁽³⁾ D \$ 25.37 8,530 ⁽²⁾	D	

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Company Common Stock							
Woodward Governor Company Common Stock	09/17/2009	S	<u>1,000</u> ⁽³⁾	D	\$ 25.38	8,430 ⁽²⁾	D
Woodward Governor Company Common Stock	09/17/2009	S	<u>1,000</u> ⁽³⁾	D	\$ 25.4	8,330 ⁽²⁾	D
Woodward Governor Company Common Stock	09/17/2009	S	<u>668</u> ⁽³⁾	D	\$ 25.41	5,862 ⁽²⁾	D
Woodward Governor Company Common Stock	09/17/2009	S	<u>200</u> ⁽³⁾	D	\$ 25.415	5,662 ⁽²⁾	D
Woodward Governor Company Common Stock	09/17/2009	S	<u>100</u> ⁽³⁾	D	\$ 25.42	5,562 ⁽²⁾	D
Woodward Governor Company Common Stock	09/17/2009	S	<u>1,000</u> ⁽³⁾	D	\$ 25.43	4,562 ⁽²⁾	D
Woodward Governor Company Common Stock	09/17/2009	S	<u>100</u> ⁽³⁾	D	\$ 25.46	4,462 ⁽²⁾	D
Woodward Governor Company Common Stock	09/17/2009	S	<u>100</u> ⁽³⁾	D	\$ 25.465	4,362 ⁽²⁾	D
Woodward Governor Company	09/17/2009	S	<u>200</u> ⁽³⁾	D	\$ 25.49	4,162 ⁽²⁾	D

Common
Stock

Woodward

Governor

Company 09/17/2009

S 100 ⁽³⁾ D \$ 25.4925 4,062 ⁽²⁾ D

Common

Stock

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)
Nonqualified Employee Stock Option (Right to Buy)	\$ 4.125	09/17/2009		M	12,000 ⁽⁵⁾	11/15/2000 11/15/2009	Woodward Governor Company Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Glass Martin Val
1000 E. DRAKE ROAD
FORT COLLINS, CO 80525

President, Turbine Systems

Signatures

Jody L. Harrell, by Power of Attorney

10/12/2011

 **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).
- (1) If unexercised, these options granted to Mr. Glass in accordance with Rule 16b-3 would expire and terminate on November 15, 2009.
Table I of the Form 4 filed on September 21, 2009, which this Form 4/A amends, overstated the number of shares owned by Mr. Glass
- (2) after this transaction by 4,466 shares. This overstatement also impacted two Form 4s filed by Mr. Glass after his September 21, 2009 Form 4.
- (3) The stock options exercised and shares sold were done pursuant to a 10b5-1 Plan entered into on June 3, 2009 and disclosed by the Company on Form 8-K on June 8, 2009.
- (4) Table I of the Form 4 filed on September 21, 2009, which this Form 4/A amends, incorrectly reported the number of shares sold at \$25.36.
- (5) Options became exercisable at the rate of 25% per year beginning 11/15/2000. Footnote 3 on the Form 4 filed on September 21, 2009, which this Form 4/A amends, incorrectly stated that these shares became exercisable at the rate of 25% per year beginning 11/15/2009.

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.