

WOODWARD GOVERNOR CO
Form 8-K
October 05, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934.

Date of Report: October 05, 2006
(Date of earliest event reported)

Woodward Governor Company
(Exact name of registrant as specified in its charter)

DE
(State or other jurisdiction
of incorporation) 000-08408
(Commission File Number) 36-1984010
(IRS Employer
Identification Number)

5001 North Second Street, Rockford, Illinois
(Address of principal executive offices) 61111
(Zip Code)

815-877-7441
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

On October 5, 2006, Woodward Governor Company (the "Registrant") issued a news release to report that a U.S. District Court Judge has given preliminary approval to a proposed settlement of the class action and EEOC lawsuits against the Registrant. A copy of the news release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(a) Financial statements:

None

(b) Pro forma financial information:

None

(c) Shell company transactions:

None

(d) Exhibits

99.1 Press Release of Woodward Governor Company dated October 05, 2006

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: October 05, 2006

WOODWARD GOVERNOR COMPANY

By: /s/ Robert F. Weber, Jr.

Robert F. Weber, Jr.

Chief Financial Officer and Treasurer

Exhibit Index **Exhibit No.** **Description** 99.1 Press Release of Woodward Governor Company dated October 05, 2006