

HALBROOK JOHN A
Form 4
May 13, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
HALBROOK JOHN A

(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)
02/08/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 or Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Woodward, Inc. common stock	02/08/2011		G ⁽¹⁾	V 115,000 D \$ 0	1,602,688	D	
Woodward, Inc. common stock	02/08/2011		G ⁽²⁾	V 230,000 D \$ 0	1,372,688	D	
Woodward, Inc. common stock	02/08/2011		G ⁽²⁾	V 230,000 A \$ 0	1,602,688	I	By self as trustee for The Benita K.

Halbrook
Grantor
Retained
Annuity
Trust

Woodward,
Inc.
common
stock 02/10/2011 S⁽³⁾ 260,000 D \$
34.37 1,342,688 D

Woodward,
Inc.
common
stock 03/08/2011 G⁽⁴⁾ V 352,962 D \$ 0 989,726 D

Woodward,
Inc.
common
stock 03/08/2011 G⁽⁴⁾ V 352,962 A \$ 0 1,342,688 I By self as
co-trustee
for The
John A.
Halbrook
Living
Trust

Woodward,
Inc.
common
stock 03/08/2011 G⁽⁵⁾ V 5,000 D \$ 0 1,337,688 D

Woodward,
Inc.
common
stock 03/08/2011 G⁽⁵⁾ V 5,000 A \$ 0 1,342,688 I By self as
co-trustee
for The
Benita K.
Halbrook
Living
Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
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of (D)
(Instr. 3,
4, and 5)

(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALBROOK JOHN A 1000 E. DRAKE ROAD FORT COLLINS, CO 80525		X		

Signatures

Jody L. Harrell, by Power of
Attorney 05/13/2011

**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) This transaction involved a gift of securities by Mr. Halbrook to The Halbrook Family Irrevocable Trust, under which Mr. Halbrook's children are the beneficiaries and trustees. Mr. Halbrook's children have full investment and voting control of the trust and do not share Mr. Halbrook's household.
 - (2) This transaction involved a gift of securities by Mr. Halbrook to The Benita K. Halbrook Grantor Retained Annuity Trust, under which Mr. Halbrook's wife is the beneficiary and Mr. Halbrook is the trustee.
 - (3) This transaction involved the sale of securities to The Halbrook Family Irrevocable Trust in exchange for a promissory note in a principal amount equal to the aggregate purchase price of the securities and accruing interest at the rate of 1.5% per year.
 - (4) This transaction involved a gift of securities by Mr. Halbrook to The John A. Halbrook Living Trust, under which Mr. Halbrook is the beneficiary and Mr. Halbrook and his wife are the trustees.
 - (5) This transaction involved a gift of securities by Mr. Halbrook to The Benita K. Halbrook Living Trust, under which Mr. Halbrook's wife is the beneficiary and Mr. Halbrook and his wife are the trustees.

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.