

Woodward, Inc.  
Form 4  
January 20, 2015

**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)  
01/15/2015

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Woodward, Inc. Common Stock     | 01/15/2015                           |  | M                              | 23,126.572<br>(1)   | A 478,257.25  | D  |   |
| Woodward, Inc. Common Stock     | 01/15/2015                           |  | S(2)                           | 7,745.573<br>(2)  | D \$ 42.27 470,511.677  | D  |   |
| Woodward, Inc. Common Stock     |                                      |  |                                |   | 245,000   | I  | By Benita K. Halbrook as trustee                      |

|                                      |         |   |   |
|--------------------------------------|---------|---|---|
| Woodward,<br>Inc.<br>Common<br>Stock | 134,472 | I | for the<br>John A.<br>Halbrook<br>Grantor<br>Retained<br>Annuity<br>Trust<br><br>By self as<br>trustee for<br>the Benita<br>K.<br>Halbrook<br>Grantor<br>Retained<br>Annuity<br>Trust |
| Woodward,<br>Inc.<br>Common<br>Stock | 100,528 | I | By self as<br>co-trustee<br>for The<br>Benita K.<br>Halbrook<br>Living<br>Trust   |
| Woodward,<br>Inc.<br>Common<br>Stock | 254,343 | I | By self as<br>holder of<br>note <sup>(3)</sup>  |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Am<br>Underlying Secu<br>(Instr. 3 and 4) |                             |
|---|--|---|---|--------------------------------------|--|--|--|-----------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable   | Expiration<br>Date                                     | Title                       |
| Phantom<br>Stock<br>Units                           | <u>(1)</u>   | 01/15/2015                              |   | M <sup>(4)</sup>                     | 23,126.572   | 01/15/2015 <sup>(1)</sup>                                      | 01/15/2015   | Woodward,<br>Inc.<br>Common |

## Reporting Owners

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

## Signatures

|  |                     |
|--|---------------------|
| Rebecca L. Theobald, by Power of<br>Attorney   | 01/20/2015          |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

## 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).

The reporting person participates in the Woodward Executive Benefit Plan (Plan). Pursuant to an election made under the Plan, each phantom stock unit (PSU) accrued under the Plan entitled the reporting person to receive on 01/15/15 1 share of Woodward, Inc. (Company) common stock, less shares not distributed to the reporting person to cover tax liabilities. See Footnote 2. The reporting person received a net distribution of 15,380.999 shares of Company common stock. PSUs are accrued under the Plan and are to be settled in 100% stock on a 1-for-1 basis at the distribution date specified at the time of election. Each PSU is the economic equivalent of 1 share of Company common stock. The total shown represents the dollar amount of deferrals divided by the current share price and, therefore, the number of shares reported may fluctuate from period to period. The total shown also includes PSUs acquired in connection with dividend reinvestments and other acquisitions made under the Plan.

(1) Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the distribution of shares from the Plan. This sale is mandated by the terms of the Plan which require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person.

(2) Mr. Halbrook beneficially owns 258,364 shares sold in 2011 to The Halbrook Family Irrevocable Trust (the "Halbrook Family Trust Shares"), of which Mr. Halbrook's children are the beneficiaries and trustees without dispositive power with respect to these shares. The Halbrook Family Trust Shares were sold by Mr. Halbrook in exchange for a promissory note in the principal amount of \$8,936,200, accruing interest at the rate of 1.5% per year.

(3) Phantom stock units disposed of incident to the settlement of a distribution from the Plan in accordance with Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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