

WILLIAMS CONTROLS INC
Form 3
November 13, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â CURTISS WRIGHT CORP		(Month/Day/Year)	WILLIAMS CONTROLS INC [WMCO]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
10 WATERVIEW BOULEVARD		10/31/2012	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
PARSIPPANY,Â NJÂ 07054			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below) (specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
No securities owned	0	I <u>(1)</u> <u>(2)</u>	See footnotes <u>(1)</u> <u>(2)</u>

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CURTISS WRIGHT CORP 10 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054	Â	Â X	Â	Â
Curtiss-Wright Controls, Inc. 10 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054	Â	Â X	Â	Â
Columbia Acquisition Sub, Inc. 10 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054	Â	Â X	Â	Â

Signatures

/s/ Glenn E. Tynan for CURTISS-WRIGHT CORPORATION 11/13/2012

__Signature of Reporting Person Date

/s/ Robert H. Shaw for CURTISS-WRIGHT CONTROLS, INC. 11/13/2012

__Signature of Reporting Person Date

/s/ John Watts for COLUMBIA ACQUISITION SUB, INC. 11/13/2012

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) On October 31, 2012, Curtiss-Wright Controls, Inc. ("Curtiss-Wright Controls"), a wholly-owned subsidiary of Curtiss-Wright Corporation ("Curtiss-Wright"), Columbia Acquisition Sub, Inc. ("Purchaser"), a wholly-owned subsidiary of Curtiss-Wright Controls, and Williams Controls, Inc. (the "Issuer") entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which Purchaser will commence a tender offer (the "Offer") to purchase all of the outstanding common stock of the Issuer at a purchase price of \$15.42 per share.

(2) Curtiss-Wright, Curtiss-Wright Controls and Purchaser may be deemed to have shared voting/investment power over 2,556,296 shares of the Issuer's common stock pursuant to that certain Tender and Support Agreement (the "Support Agreement"), dated October 31, 2012, by and among Curtiss-Wright Controls, Purchaser and certain stockholders of the Issuer (the "Stockholders"). *See* the Schedule 13D filed by Curtiss-Wright, Curtiss-Wright Controls and Purchaser with the SEC on November 13, 2012. None of Curtiss-Wright, Curtiss-Wright Controls or Purchaser has any pecuniary interest in the shares held by the Stockholders, and each expressly disclaims beneficial ownership of any shares covered by the Support Agreement.

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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