Woodward, I Form 4	nc.								
August 18, 20									
<b>FORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION									3235-0287
Check this box Washington, D.C. 20549							Number:	January 31,	
if no long subject to Section 16 Form 4 or Form 5 obligation	5. Filed pursuar	nt to Section 16	SECUR	ITIES e Securitie	es Ex	Act of 1934,	Expires: 2003 Estimated average burden hours per response 0.3		
may conti <i>See</i> Instru 1(b).	nue. section 17(a) o	f the Public Uti 30(h) of the Inv	•	<b>U</b> .				1	
(Print or Type R	esponses)								
1. Name and Ad GENDRON	Symbol					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middl			-			(Check	c all applicab	le)
1000 E. DRA		(Month/Day/Year) 08/14/2015				X Director 10% Owner X Officer (give title Other (specify below) below) President and CEO			
FORT COLI	th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State) (Zip)	Table	I - Non-D	erivative S	ecurit		Person	or Beneficia	ally Owned
1.Title of Security (Instr. 3)	aı		3. Transactio Code	4. Securit on(A) or Dis (Instr. 3, 4	ies Ac sposed	equired l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Woodward,			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Inc. Common Stock	08/14/2015		М	70,000	A	\$ 13.5	250,788	D	
Woodward, Inc. Common Stock	08/14/2015		F	40,934 (1)	D	\$ 48.26	209,854	D	
Woodward, Inc. Common Stock							19,040.54	I	By Woodward Retirement Savings

Plan (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 13.5	08/14/2015		М	70,000	11/23/2006 <u>(3)</u>	11/23/2015	Woodward, Inc. Common Stock

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
I B	Director	10% Owner	Officer	Other		
GENDRON THOMAS A 1000 E. DRAKE ROAD FORT COLLINS, CO 80525	Х		President and CEO			

## Signatures

Reporting Person

Phoebe A. 08/18/2015 Larson \*\*Signature of

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).
- Includes (i) already owned shares of common stock delivered for payment of the exercise price and (ii) shares withheld to cover the tax (1)liability, in each case incident to the exercise of a security issued in accordance with Rule 16b-3.
- The information in this report regarding the number of shares held by the Reporting Person in the Woodward Retirement Savings Plan is (2) based on a calculation as of August 14, 2015.

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(3) Options become exercisable at the rate of 25% per year beginning 11/23/2006

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.