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| Form 4 January 31, 20 | | | | | | | | | | |
|--|---|---|--|-------------|-----------|--|--|---|-------------|--|
| FORM | 4 | | | | | | | OMB AF | PPROVAL | |
| | UNITED ST | FATES SECURI Wash | TIES AN ington, D | | | IGE CO | OMMISSION | OMB Number: | 3235-0287 | |
| Check this | | | 0 | | | | | Expires: | January 31, | |
| if no longer subject to Section 16. Form 4 or Form 5 | SIATEMI | \$ | F CHANGES IN BENEFICIAL OWNER SECURITIES Section 16(a) of the Securities Exchange Ad | | | | | Estimated a burden hour response | | |
| obligations may contine <i>See</i> Instruct 1(b). | ue. Section 17(a) | of the Public Util 30(h) of the Invo | ity Holdi | ng Comp | oany . | Act of 1 | 935 or Section | l | | |
| (Print or Type Res | sponses) | | | | | | | | | |
| 1. Name and Add DONOVAN H | Symbol | Iconor | | | | | ationship of Reporting Person(s) to | | | |
| (Last) | (First) (Mid | | 3. Date of Earliest Transaction (Check | | | | | k all applicable) | | |
| 1000 E. DRA | | (Month/Day/Year) 01/29/2014 | | | | X_ Director10% Owner Officer (give titleOther (specify below) below) | | | | |
| | (Street) | 4. If Amend Filed(Month | | Original | | A | 5. Individual or Joi Applicable Line) _X_ Form filed by Ou Form filed by Mo | ne Reporting Pe | rson | |
| FORT COLL | INS, CO 80525 | | | | | Ē | erson | ore than one Re | porting | |
| (City) | (State) (Z | ip) Table | I - Non-Dei | rivative Se | ecuriti | ies Acqui | ired, Disposed of, | or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | if Transaction(A) or Disposed of (D) Securities Code (Instr. 3, 4 and 5) Beneficially r) (Instr. 8) Owned Following Reported | | | Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | (IIISU: I) | | |
| Woodward, Inc. Common Stock | 01/29/2014 | | Р | 400 | A | \$ 42.97 | 31,058 | D | | |
| Woodward, Inc. Common Stock | 01/30/2014 | | Р | 500 | A | \$ 42.81 | 31,558 | D | | |
| Woodward, Inc. Common Stock | 01/31/2014 | | Р | 229 | A | \$ 42.5 | 31,787 | D | | |

| Woodward, | | | |
|-----------|--------------------|---|----------|
| Inc. | 652.535 <u>(1)</u> | т | By wife |
| Common | (2) | 1 | by write |
| Stock | | | |

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.

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) | 4. Transactio Code (Instr. 8) | 5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Unde Secur | ınt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr |
|---|---|---|--|---|---------------------|--------------------|---------------|--|---|--|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| DONOVAN PAUL 1000 E. DRAKE ROAD FORT COLLINS, CO 80525 | Х | | | | | | |
| Signatures | | | | | | | |
| Jody L. Harrell, by Power of Attorney | | 01/31/201 | 14 | | | | |
| **Signature of Reporting Person | | Date | | | | | |
| Explanation of Re | spon | ses: | | | | | |

* 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) Mr. Donovan disclaims beneficial ownership of the shares held by his wife, and this report should not be deemed an admission that Mr. Donovan is the beneficial owner of his wife's shares for purposes of Section 16 or for any other purposes.

(2) Includes 1.211 shares acquired on December 2, 2013 in connection with the reinvestment of dividends received on these shares.

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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. order: none" align="center" valign="top"> 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) Restricted Stock Award

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