

MOOG INC.

Form 4

November 17, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Scannell John

(Last) (First) (Middle)

SENECA ST & JAMISON RD

(Street)

EAST AURORA, NY 14052

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MOOG INC. [MOGA/MOGB]

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2016

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) CEO

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)
			Code	V	Amount	(D)	Price
Class A Common					28,358	D	
Class B Common ⁽¹⁾					1,541	I	401 (k)

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

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SEC 1474
(9-02)

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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 of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy <u>(2)</u>	\$ 36.67							<u>(3)</u>	11/28/2016	Class A Common	20,250
Option to Buy <u>(2)</u>	\$ 42.45							11/26/2010	11/26/2017	Class A Common	20,250
SAR <u>(4)</u>	\$ 35.12							<u>(5)</u>	10/31/2018	Class A Common	20,500
SAR <u>(4)</u>	\$ 26.66							<u>(5)</u>	12/01/2019	Class A Common	15,375
SAR <u>(4)</u>	\$ 36.86							<u>(5)</u>	11/30/2020	Class A Common	20,500
SAR <u>(4)</u>	\$ 41.82							<u>(5)</u>	11/30/2021	Class A Common	27,000
SAR <u>(4)</u>	\$ 36.41							<u>(5)</u>	11/27/2022	Class A Common	31,791
SAR <u>(4)</u>	\$ 61.69							<u>(5)</u>	11/11/2023	Class A Common	15,000
SAR <u>(4)</u>	\$ 74.38							<u>(5)</u>	11/11/2024	Class A Common	15,000
SAR <u>(6)</u>	\$ 63.04							<u>(5)</u>	11/17/2025	Class A Common	5,000
SAR <u>(6)</u>	\$ 65.9							<u>(5)</u>	11/17/2025	Class B Common	10,000
SAR <u>(6)</u>	\$ 71.65	11/15/2016		A		20,000		<u>(5)</u>	11/15/2026	Class B Common	20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Scannell John
SENECA ST & JAMISON RD X CEO
EAST AURORA, NY 14052

Signatures

Timothy P. Balkin, as Power of Attorney for John R.
Scannell

11/17/2016

__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) Reflects shares held in Moog Inc. Retirement Savings Plan as of the most recent report to participants.
- (2) Option to buy granted under the 1998 and/or 2003 Incentive Stock Option Plan.
- (3) Options exercisable as follows: 239 on 11/28/07, 1,008 on 11/28/08, 1,008 on 11/28/09, 2,727 on 11/28/10, 2,727 on 11/28/11, 2,727 on 11/28/12, 2,727 on 11/28/13, 2,727 on 11/28/14, 2,727 on 11/28/15 and 1,633 on 11/28/16.
- (4) Stock Appreciation Rights (SAR) granted under the 2008 Stock Appreciation Rights Plan.
- (5) SARs become exercisable ratably over three years beginning on the first anniversary from the date of grant.
- (6) Stock Appreciation Rights (SAR) granted under the Moog Inc. 2014 Long Term Incentive Plan.

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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