MOOG INC. Form 4 November 13, 2014

FORM 4

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

SECURITIES

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Form 4 or Form 5 obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

| | ddress of Reporting P DONALD R | Symbol | r Name and Ticker or Trading INC. [MOGA/MOGB] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--------------------------------------|---|---|---|--|--|---|--|
| (Last) | (First) (M | 3. Date of (Month/D 11/11/20 | • | DirectorX Officer (g | | % Owner ner (specify | |
| | (Street) | | 4. If Amendment, Date Original 6. Individual or Joint/Gro Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Rep Form filed by More that Person | | | oorting Person | |
| (City) | (State) (Z | Zip) Tabl | le I - Non-Derivative Securities A | cquired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price | 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) | |
| Class A Common | | | | 38,388 | D | | |
| Class B Common (1) | | | | 105 | I | 401 (k) | |

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

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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. Transactic Code (Instr. 8) | orDer Sec Acc or I (D) | curities quired Dispos) str. 3, 4 | (A) ed of | 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 | \$ 42.45 | | | | | | | (3) | 11/26/2017 | Class A Common | 20,250 |
| SAR (4) | \$ 35.12 | | | | | | | (5) | 10/31/2018 | Class A Common | 20,500 |
| SAR (4) | \$ 26.66 | | | | | | | <u>(6)</u> | 12/01/2019 | Class A Common | 15,375 |
| SAR (4) | \$ 36.86 | | | | | | | <u>(7)</u> | 11/30/2020 | Class A Common | 20,500 |
| SAR (4) | \$ 41.82 | | | | | | | (8) | 11/30/2021 | Class A Common | 20,500 |
| SAR (4) | \$ 36.41 | | | | | | | <u>(9)</u> | 11/27/2022 | Class A Common | 20,500 |
| SAR (4) | \$ 61.69 | | | | | | | (10) | 11/11/2023 | Class A Common | 10,000 |
| SAR (4) | \$ 74.38 | 11/11/2014 | | A | 10 | 0,000 | | (11) | 11/11/2024 | Class A Common | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| • | Director | 10% Owner | Officer | Other | | |
| FISHBACK DONALD R | | | CEO | | | |
| | | | CEO | | | |

Signatures

Timothy P. Balkin, as Power of Attorney for Donald R. Fishback

11/13/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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.
- Options exercisable as follows: 871 on 11/26/09, 2,355 on 11/26/10, 2,355 on 11/26/11, 2,355 on 11/26/12, 2,355 on 11/26/13, 2,355 on 11/26/14, 2,355 on 11/26/15, 2,355 on 11/26/16 and 2,894 on 11/26/17.
- (4) Stock Appreciation Rights (SAR) granted under the 2008 Incentive Stock Option Plan.
- (5) SAR exercisable as follows: 6,834 on 10/31/09, 6,833 on 10/31/10 and 6,833 on 10/31/11.
- (6) SAR exercisable as follows: 5,125 on 12/1/10, 5,125 on 12/1/11 and 5,125 on 12/1/12.
- (7) SAR exercisable as follows: 6,834 on 11/30/11, 6,833 on 11/30/12 and 6,833 on 11/30/13.
- (8) SAR exercisable as follows: 6,834 on 11/30/12, 6,833 on 11/30/13 and 6,833 on 11/30/14.
- (9) SAR is exercisable as follows: 6,834 on 11/27/2013, 6,833 on 11/27/2014 and 6,833 on 11/27/2015.
- (10) SAR is exercisable as follows: 3,334 on 11/11/2014, 3,333 on 11/11/2015 and 3,333 on 11/11/2016.
- (11) SAR is exercisable as follows: 3,334 on 11/11/2015, 3,333 on 11/11/2016 and 3,333 on 11/11/2017.

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.