

MOOG INC.
Form 4
November 15, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Walter Jennifer

(Last) (First) (Middle)

SENECA ST & JAMISOND 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)
11/11/2016

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)
Controller

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Class A Common | 11/11/2016 | | M | 1,166 A \$ 69.58 | 1,166 | D | |
| Class B Common (1) | | | | | 718 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| SAR <u>(2)</u> | \$ 26.66 | 11/11/2016 | | M | 3,000 | <u>(3)(4)</u> 12/01/2019 | Class A Common | 3,000 |
| SAR <u>(2)</u> | \$ 36.86 | | | | | <u>(3)(5)</u> 11/30/2020 | Class A Common | 2,000 |
| SAR <u>(2)</u> | \$ 41.82 | | | | | <u>(3)(6)</u> 11/30/2021 | Class A Common | 4,000 |
| SAR <u>(2)</u> | \$ 36.41 | | | | | <u>(3)(7)</u> 11/27/2022 | Class A Common | 4,000 |
| SAR <u>(2)</u> | \$ 61.69 | | | | | <u>(3)(8)</u> 11/11/2023 | Class A Common | 2,000 |
| SAR <u>(2)</u> | \$ 74.38 | | | | | <u>(3)(9)</u> 11/11/2024 | Class A Common | 2,000 |
| SAR <u>(10)</u> | \$ 63.04 | | | | | <u>(3)(11)</u> 11/17/2025 | Class A Common | 667 |
| SAR <u>(10)</u> | \$ 65.9 | | | | | <u>(3)(12)(13)</u> 11/17/2025 | Class B Common | 1,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Walter Jennifer SENECA ST & JAMISON RD EAST AURORA, NY 14052 | | | Controller | |

Signatures

Timothy P. Balkin, as Power of Attorney for Jennifer Walter
 11/15/2016

__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) Stock Appreciation Rights (SAR) granted under the 2008 Incentive Stock Option Plan.
- (3) SARs become exercisable ratably over three years beginning on the first anniversary from the date of grant.
- (4) SAR exercisable as follows: 1,000 on 12/1/10, 1,000 on 12/1/11 and 1,000 on 12/1/12
- (5) SAR exercisable as follows: 667 on 11/30/11, 667 on 11/30/12 and 666 on 11/30/13.
- (6) SAR exercisable as follows: 1,334 on 11/30/12, 1,333 on 11/30/13 and 1,333 on 11/30/14.
- (7) SAR exercisable as follows: 1,334 on 11/27/13, 1,333 on 11/27/14 and 1,333 on 11/27/15.
- (8) SAR exercisable as follows: 668 on 11/11/2014, 666 on 11/11/2015 and 666 on 11/11/2016.
- (9) SAR is exercisable as follows: 668 on 11/11/2015, 666 on 11/11/2016 and 666 on 11/11/2017.
- (10) Stock Appreciation Rights (SAR) granted under the Moog Inc. 2014 Long Term Incentive Plan.
- (11) SAR exercisable as follows: 223 on 11/17/2016, 222 on 11/17/2017 and 222 on 11/17/2018.
- (12) SAR exercisable as follows: 445 on 11/17/2016, 444 on 11/17/2017 and 444 on 11/17/2018

Under the terms of the award, SARs expire ten years after the date of grant, which was November 17, 2015. For the purposes of this (13) Form 4, the transaction date on which the SARs are acquired is the date on which the exercise price has fixed, which was the tenth calendar day after the date of grant.

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.