

MOOG INC

Form 4

November 03, 2008

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 *
BERARDI MARTIN

(Last) (First) (Middle)

61 TERRACE LANE

(Street)

ELMA, NY 14059

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Class B Common			Code V	Amount (D) Price	426	I	401 (K) ⁽¹⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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
SAR <u>(2)</u>	\$ 35.12	10/31/2008		A		20,500		<u>(3)</u>	10/31/2018	Class A Common	20,500
Option to Buy <u>(4)</u>	\$ 12.53							<u>(5)</u>	10/31/2018	Class A Common	20,250
Option to Buy <u>(4)</u>	\$ 19.74							<u>(6)</u>	12/02/2013	Class A Common	20,250
Option to Buy <u>(4)</u>	\$ 28.01							<u>(7)</u>	11/30/2014	Class A Common	20,250
Option to Buy <u>(4)</u>	\$ 28.94							11/29/2015	11/29/2015	Class A Common	20,250
Option to Buy <u>(4)</u>	\$ 36.67							11/28/2009	11/28/2016	Class A Common	20,250
Option to Buy <u>(4)</u>	\$ 42.45							11/26/2010	11/26/2017	Class A Common	20,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERARDI MARTIN 61 TERRACE LANE ELMA, NY 14059			Vice President	

Signatures

Timothy P.
Balkin

11/03/2008

 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 annual report to participant, September 30, 2008.
- (2) Stock Appreciation Rights (SAR) granted under the 2008 Stock Appreciation Rights Plan.
- (3) Stock Appreciation Rights exercisable as follows: 6,6834 on 10/31/09, 6,833 on 10/31/10 and 6,833 on 10/31/11.
- (4) Option to buy granted under the 1998 and/or 2003 Incentive Stock Option Plan.
- (5) Options exercisable as follows: 4,390 on 11/26/05, 7,979 on 11/26/06 and 7,881 on 11/26/2007.
- (6) Options exercisable as follows: 62 on 12/2/07, 5,066 on 12/2/08, 5,065 on 12/2/09, 5,065 on 12/2/10 and 4,992 on 12/2/11.
- (7) Options exercisable as follows: 51 on 11/30/11, 3,569 on 11/30/12, 3,568 on 11/30/13 and 13,062 on 11/30/2014.

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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