

MOOG INC.  
Form 4  
November 10, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
FISHBACK DONALD R

(Last) (First) (Middle)  
  
  
  
  
  
  
  
  
  
(Street)  
  
  
  
  
  
  
  
  
  
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/04/2014

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)  
CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Class A Common                  | 11/04/2014                           |  | S                              | 2,200 D \$ 76.0761  | 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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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. Price of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Option to Buy <u>(2)</u>                   | \$ 42.45   |                                      |  |                                |   | <u>(3)</u> 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>(6)</u> 12/01/2019                                    | Class A Common 15,375   |  |
| SAR <u>(4)</u>                             | \$ 36.86   |                                      |  |                                |   | <u>(7)</u> 11/30/2020                                    | Class A Common 20,500   |  |
| SAR <u>(4)</u>                             | \$ 41.82   |                                      |  |                                |   | <u>(8)</u> 11/30/2021                                    | Class A Common 20,500   |  |
| SAR <u>(4)</u>                             | \$ 36.41   |                                      |  |                                |   | <u>(9)</u> 11/27/2022                                    | Class A Common 20,500   |  |
| SAR  | \$ 61.69   |                                      |  |                                |   | <u>(10)</u> 11/11/2023                                   | Class A Common 10,000   |  |

## Reporting Owners

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

## Signatures

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

11/10/2014

\_\_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: 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.

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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