

MOOG INC.  
Form 4  
November 13, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
JOHNSON WARREN C

(Last) (First) (Middle)

P.O. BOX 189, 13133 BEAR ROAD

(Street)

WALES CENTER, NY 14169

(City) (State) (Zip)

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

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

11/11/2014

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)  
Vice President

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) Price  |   |  |                                   |
| Class A Common                  |                                      |  |                                |   | 53,529  | D  |                                   |

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

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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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Option to Buy <u>(1)</u>                   | \$ 28.01   |                                      |  |                                |   | <u>(2)</u>   | 11/30/2014  | Class A Common             | 14,946                     |
| Option to Buy <u>(1)</u>                   | \$ 28.94   |                                      |  |                                |   | 11/29/2015   | 11/29/2015  | Class A Common             | 20,250                     |
| Option to Buy <u>(1)</u>                   | \$ 42.45   |                                      |  |                                |   | 11/26/2010   | 11/26/2017  | Class A Common             | 20,250                     |
| SAR <u>(3)</u>                             | \$ 36.86   |                                      |  |                                |   | <u>(4)</u>   | 11/30/2020  | Class A Common             | 20,500                     |
| SAR <u>(3)</u>                             | \$ 41.82   |                                      |  |                                |   | <u>(5)</u>   | 11/30/2021  | Class A Common             | 20,500                     |
| SAR <u>(3)</u>                             | \$ 36.41   |                                      |  |                                |   | <u>(6)</u>   | 11/27/2022  | Class A Common             | 20,500                     |
| SAR <u>(3)</u>                             | \$ 61.69   |                                      |  |                                |   | <u>(7)</u>   | 11/11/2023  | Class A Common             | 10,000                     |
| SAR <u>(3)</u>                             | \$ 74.38   | 11/11/2014                           |  | A                              | 10,000  | <u>(8)</u>   | 11/11/2024  | Class A Common             | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| JOHNSON WARREN C<br>P.O. BOX 189<br>13133 BEAR ROAD<br>WALES CENTER, NY 14169 |               |           | Vice President |       |

## Signatures

Timothy P. Balkin, as Power of Attorney for Warren C. Johnson 11/13/2014

\_\_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) Option to buy granted under the 1998 and/or 2003 Incentive Stock Option Plan.
- (2) Option exercisable as follows: 1,736 on 11/30/12, 3,568 on 11/30/2013 and 14,946 on 11/30/2014.
- (3) Stock Appreciation Rights (SAR) granted under the 2008 Incentive Stock Option Plan.
- (4) SAR exercisable as follows: 6,834 on 11/30/11, 6,833 on 11/30/12 and 6,833 on 11/30/13.
- (5) SAR exercisable as follows: 6,834 on 11/30/12, 6,833 on 11/30/13 and 6,833 on 11/30/14.
- (6) SAR is exercisable as follows: 6,834 on 11/27/2013, 6,833 on 11/27/2014 and 6,833 on 11/27/2015.
- (7) SAR is exercisable as follows: 3,334 on 11/11/2014, 3,333 on 11/11/2015 and 3,333 on 11/11/2016.
- (8) 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.

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