

MOOG INC
Form 4
May 17, 2005

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 *
KAYSER KRAIG H

(Last) (First) (Middle)
3736 SOUTH MAIN STREET
(Street)
MARION, NY 14505

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2005

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)

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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock ⁽³⁾ | 04/01/2005 | | J | 112 A | \$ 0 337 | D | |
| Class A Common Stock ⁽¹⁾ ⁽²⁾ ⁽³⁾ | 04/01/2005 | | J | 16,312 A | \$ 0 48,937 | I | By Seneca Foods Foundation |
| Class A Common Stock ⁽²⁾ ⁽³⁾ ⁽⁴⁾ | 04/01/2005 | | J | 50,500 A | \$ 0 151,500 | I | By Seneca Foods Corp Pension Trust |
| | 05/11/2005 | 05/16/2005 | S | 5,000 D | 43,937 | I | |

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| | | | | | | | | | |
|--|------------|--|---|--------|--------------|------|--------|---|---|
| Class A Common Stock <u>(1)</u> <u>(2)</u> | | | | | \$ 29.355 | | | | By Seneca Foods Foundation |
| Class B Common Stock <u>(2)</u> <u>(3)</u> <u>(4)</u> | 04/01/2005 | | J | 26,500 | A | \$ 0 | 79,500 | I | By Seneca Foods Corp Pension Trust |

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

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(9-02)

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 |
|---|--|---|---|--------------------------------------|---|---|---|---|
| Option to Buy <u>(3)</u> <u>(5)</u> | \$ 10.04 | 04/01/2005 | | J | 562 | Date Exercisable 02/11/1999 Expiration Date 02/11/2008 | Class A Common | 562 |
| Option to Buy <u>(3)</u> <u>(5)</u> | \$ 8.63 | 04/01/2005 | | J | 562 | 11/17/1999 11/17/2008 | Class A Common | 562 |
| Option to Buy <u>(3)</u> <u>(5)</u> | \$ 7.08 | 04/01/2005 | | J | 562 | 11/10/2000 11/10/2009 | Class A Common | 562 |
| Option to Buy <u>(3)</u> <u>(5)</u> | \$ 7.59 | 04/01/2005 | | J | 562 | 11/29/2001 11/29/2010 | Class A Common | 562 |
| Option to Buy <u>(3)</u> <u>(5)</u> | \$ 8.82 | 04/01/2005 | | J | 562 | 11/28/2002 11/28/2011 | Class A Common | 562 |
| Option to Buy | \$ 15.24 | 04/01/2005 | | J | 3,227 | 05/17/2003 05/17/2012 | Class A Common | 3,227 |

(3) (5)

| | | | | | | | | |
|------------------|----------|------------|---|-----|------------|------------|-------------------|-----|
| Option to Buy | \$ 12.53 | 04/01/2005 | J | 562 | 11/26/2003 | 11/26/2012 | Class A Common | 562 |
|------------------|----------|------------|---|-----|------------|------------|-------------------|-----|

(3) (5)

| | | | | | | | | |
|------------------|----------|------------|---|-----|------------|------------|-------------------|-----|
| Option to Buy | \$ 19.74 | 04/01/2005 | J | 562 | 12/02/2004 | 12/02/2013 | Class A Common | 562 |
|------------------|----------|------------|---|-----|------------|------------|-------------------|-----|

(3) (5)

| | | | | | | | | |
|------------------|----------|------------|---|-----|------------|------------|-------------------|-----|
| Option to Buy | \$ 28.01 | 04/01/2005 | J | 512 | 11/30/2005 | 11/30/2014 | Class A Common | 512 |
|------------------|----------|------------|---|-----|------------|------------|-------------------|-----|

(3) (5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KAYSER KRAIG H 3736 SOUTH MAIN STREET MARION, NY 14505 | X | | | |

Signatures

| | |
|----------------------|------------|
| Timothy P. Balkin | 05/17/2005 |
|----------------------|------------|

**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) Owned by Seneca Foods Foundation of which Mr. Kayser is an officer, director and shareholder.

(2) Mr. Kayser disclaims beneficial interest in these shares.

(3) Adjusted pursuant to a 3 for 2 Stock Split effected as a 50% share distribution made on April 1, 2005.

(4) Owned by Seneca Foods Corporation Employee's Pension Benefit Trust, of which Mr. Kayser is a beneficiary and one of the trustees with joint voting power. Mr Kayser's beneficial interest is limited to receiving certain retirement benefits upon retirement from employment.

(5) Option to Buy granted under 1998 and/or 2003 Incentive Stock Option Plan.

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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