

MOOG INC.  
Form 4  
December 02, 2014

**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 \*  
Scannell John

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

17 NYE HILL ROAD

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(Street)

EAST AURORA, NY 14052

(City) (State) (Zip)

**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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |   |
| Class A Common                  | 11/28/2014                           |  | F                              | 4,267   | D   | \$ 73.86   | 17,108                                     | D |
| Class A Common                  | 11/28/2014                           |  | M                              | 11,250  | A   | \$ 28.01   | 28,358                                     | 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)

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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) |                |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title          | Amount or Number of Shares |
| Option to Buy <u>(1)</u>                   | \$ 28.01   | 11/28/2014                           |  | M                              | 11,250  | <u>(2)</u>   | 11/30/2014  | Class A Common | 11,250                     |
| Option to Buy <u>(1)</u>                   | \$ 36.67   |                                      |  |                                |   | <u>(3)</u>   | 11/28/2016  | 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>(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 | 27,000                     |
| SAR <u>(4)</u>                             | \$ 36.41   |                                      |  |                                |   | <u>(9)</u>   | 11/27/2022  | Class A Common | 31,791                     |
| SAR <u>(4)</u>                             | \$ 61.69   |                                      |  |                                |   | <u>(10)</u>  | 11/11/2023  | Class A Common | 15,000                     |
| SAR <u>(4)</u>                             | \$ 74.38   |                                      |  |                                |   | <u>(11)</u>  | 11/11/2024  | Class A Common | 15,000                     |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Scannell John<br>17 NYE HILL ROAD<br>EAST AURORA, NY 14052 | X             |           | CEO     |       |

## Signatures

Timothy P. Balkin, as Power of Attorney for John R.  
Scannell

12/02/2014

\_\_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: 2,250 on 11/30/05, 2,250 on 11/30/06, 2,250 on 11/30/07, 2,250 on 11/30/08 and 2,250 on 11/30/09.
- (3) Options exercisable as follows: 239 on 11/28/07, 1,008 on 11/28/08, 1,008 on 11/28/09, 2,727 on 11/28/10, 2,727 on 11/28/11, 2,727 on 11/28/12, 2,727 on 11/28/13, 2,727 on 11/28/14, 2,727 on 11/28/15 and 1,633 on 11/28/16.
- (4) Stock Appreciation Rights (SAR) granted under the 2008 Stock Appreciation Rights 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: 9,000 on 11/30/12, 9,000 on 11/30/13 and 9,000 on 11/30/14.
- (9) SAR exercisable as follows: 10,597 on 11/27/13, 10,597 on 11/27/14 and 10,597 on 11/27/15.
- (10) SAR exercisable as follows: 5,000 on 11/11/2014, 5,000 on 11/11/2015 and 5,000 on 11/11/2016.
- (11) SAR exercisable as follows: 5,000 on 11/11/2015, 5,000 on 11/11/2016 and 5,000 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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