MOOG INC. Form 4 December 05, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JOHNSON WARREN C			2. Issuer Name <b>and</b> 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	(check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
P.O. BOX 189, 13133 BEAR ROAD		AR ROAD	12/04/2014	X Officer (give title Other (specify below)		
				Vice President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WALES CENTER, NY 14169			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	omr Dispo	sed of	(D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					( )		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common	12/04/2014		S	8,000	D	\$ 73.2932	52,134	D	

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

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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. orNumber of Derivate Security Acquires (A) or Dispose of (D) (Instr. 3 4, and 5	er tive ties red aed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code V	(A) (I		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy	\$ 28.94						11/29/2015	11/29/2015	Class A Common	20,250	
Option to Buy	\$ 42.45						11/26/2010	11/26/2017	Class A Common	20,250	
SAR (2)	\$ 36.86						(3)	11/30/2020	Class A Common	20,500	
SAR (2)	\$ 41.82						<u>(4)</u>	11/30/2021	Class A Common	20,500	
SAR (2)	\$ 36.41						(5)	11/27/2022	Class A Common	20,500	
SAR (2)	\$ 61.69						<u>(6)</u>	11/11/2023	Class A Common	10,000	
SAR (2)	\$ 74.38						<u>(7)</u>	11/11/2024	Class A Common	10,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Transfer and the same and the s	Director	10% Owner	Officer	Other				
JOHNSON WARREN C								
P.O. BOX 189			Vice					
13133 BEAR ROAD			President					
WALES CENTER, NY 14169								

## **Signatures**

Timothy P. Balkin, as Power of Attorney for Warren C. Johnson 12/05/2014

\*\*Signature of Reporting Person Date

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### **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) Stock Appreciation Right (SAR) granted under the 2008 Stock Appreciation Rights Plan.
- (3) SAR exercisable as follows: 6,834 on 11/30/11, 6,833 on 11/30/12 and 6,833 on 11/30/13.
- (4) SAR exercisable as follows: 6,834 on 11/30/12, 6,833 on 11/30/13 and 6,833 on 11/30/14.
- (5) SAR is exercisable as follows: 6,834 on 11/27/2013, 6,833 on 11/27/2014 and 6,833 on 11/27/2015.
- (6) SAR is exercisable as follows: 3,334 on 11/11/2014, 3,333 on 11/11/2015 and 3,333 on 11/11/2016.
- (7) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.