

MOOG INC.
Form 4
November 30, 2016

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

(Last) (First) (Middle)

SENECA ST & JAMISOND RD

(Street)

EAST AURORA, NY 14052

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2016

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)
CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Class A Common | 11/28/2016 | | F | 10,404 D \$ 71.38 | 17,954 | D | |
| Class A Common | 11/28/2016 | | M | 20,250 A \$ 36.67 | 38,204 | D | |
| Class B Common (1) | | | | | 1,541 | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Buy <u>(2)</u> | \$ 36.67 | 11/28/2016 | | M | 20,250 | <u>(3)</u> | 11/28/2016 | Class A Common | 20,250 |
| Option to Buy <u>(2)</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>(5)</u> | 12/01/2019 | Class A Common | 15,375 |
| SAR <u>(4)</u> | \$ 36.86 | | | | | <u>(5)</u> | 11/30/2020 | Class A Common | 20,500 |
| SAR <u>(4)</u> | \$ 41.82 | | | | | <u>(5)</u> | 11/30/2021 | Class A Common | 27,000 |
| SAR <u>(4)</u> | \$ 36.41 | | | | | <u>(5)</u> | 11/27/2022 | Class A Common | 31,791 |
| SAR <u>(4)</u> | \$ 61.69 | | | | | <u>(5)</u> | 11/11/2023 | Class A Common | 15,000 |
| SAR <u>(4)</u> | \$ 74.38 | | | | | <u>(5)</u> | 11/11/2024 | Class A Common | 15,000 |
| SAR <u>(6)</u> | \$ 63.04 | | | | | <u>(5)</u> | 11/17/2025 | Class A Common | 5,000 |
| SAR <u>(6)</u> | \$ 65.9 | | | | | <u>(5)</u> | 11/17/2025 | Class B Common | 10,000 |
| SAR <u>(6)</u> | \$ 71.65 | | | | | <u>(5)</u> | 11/15/2026 | Class B Common | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Scannell John SENECA ST & JAMISOND RD EAST AURORA, NY 14052 | X | | CEO | |

Signatures

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

11/30/2016

__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: 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) SARs become exercisable ratably over three years beginning on the first anniversary from the date of grant.
- (6) Stock Appreciation Rights (SAR) granted under the Moog Inc. 2014 Long Term Incentive 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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