

BERARDI MARTIN
Form 4
December 01, 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 *
BERARDI MARTIN

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)
61 TERRACE LANE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

ELMA, NY 14059

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

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------------|------------------|------------|--|---|---------------------|--------------------|-------------------|-------------------------------------|
| | | | | Code | V | | | | |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 10.04 | 04/01/2005 | J | 5,625 | | 02/11/1999 | 02/11/2008 | Class A Common | 5,625 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 7.08 | 04/01/2005 | J | 6,750 | | 11/10/2000 | 11/10/2009 | Class A Common | 6,750 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 7.59 | 04/01/2005 | J | 6,750 | | 11/29/2001 | 11/29/2010 | Class A Common | 6,750 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 8.82 | 04/01/2005 | J | 6,750 | | 11/28/2002 | 11/28/2011 | Class A Common | 6,750 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 12.53 | 04/01/2005 | J | 6,750 | | 11/26/2003 | 11/26/2012 | Class A Common | 6,750 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 19.74 | 04/01/2005 | J | 6,750 | | 12/02/2004 | 12/02/2013 | Class A Common | 6,750 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 28.01 | 04/01/2005 | J | 6,750 | | 11/30/2005 | 11/30/2014 | Class A Common | 6,750 |
| Option to Buy <u>(2)</u> | \$ 28.94 | 11/29/2005 | A | 20,250 | | 11/29/2006 | 11/29/2015 | Class A Common | 20,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERARDI MARTIN 61 TERRACE LANE ELMA, NY 14059 | | | Vice President | |

Signatures

Timothy P.
Balkin 12/01/2005

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