

MOOG INC.
Form 4
September 08, 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 *
AUBRECHT RICHARD A

(Last) (First) (Middle)

SENECA ST AND JAMISON 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)
09/06/2016

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)
Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Common | 12/08/2015 | | G | V 4,800 D \$ 0 | 56,086 | D | |
| Class A Common | 09/06/2016 | | M | 20,250 A \$ 36.67 | 76,336 | D | |
| Class A Common | 09/06/2016 | | F | 12,264 D \$ 60.55 | 64,072 | D | |
| Class A Common | 09/06/2016 | | F | 2,953 D \$ 60.55 | 61,119 | D | |
| Class A Common | 09/06/2016 | | M | 20,250 A \$ 42.45 | 81,369 | D | |

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| | | | | | | | | |
|---------------------------------|------------|---|--------|---|-------------|--------|---|-------------------|
| Class A Common | 09/06/2016 | F | 14,197 | D | \$ 60.55 | 67,172 | D | |
| Class A Common | 09/06/2016 | F | 2,238 | D | \$ 60.55 | 64,934 | D | |
| Class A Common <u>(1)</u> | | | | | | 8,678 | I | 401 (k) |
| Class A Common | | | | | | 23,205 | I | Spouse <u>(2)</u> |
| Class B Common | | | | | | 57,780 | D | |
| Class B Common <u>(1)</u> | | | | | | 31,975 | I | 401 (k) |
| Class B Common | | | | | | 3,708 | I | Spouse <u>(2)</u> |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Buy <u>(3)</u> | \$ 36.67 | 09/06/2016 | | M | 20,250 | 11/28/2009 | 11/28/2016 | Class A Common | 20,250 |
| Option to Buy <u>(3)</u> | \$ 42.45 | 09/06/2016 | | M | 20,250 | 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 | | 15,375 |

| SAR <u>(4)</u> | \$ 36.86 | <u>(7)</u> | 11/30/2020 | Class A Common | 20,50 | Class A Common |
|-----------------|----------|-------------|----------------------------|-------------------|-------|-------------------|
| SAR <u>(4)</u> | \$ 41.82 | <u>(8)</u> | 11/30/2021 | Class A Common | 20,50 | Class A Common |
| SAR <u>(4)</u> | \$ 36.41 | <u>(9)</u> | 11/27/2022 | Class A Common | 20,50 | Class A Common |
| SAR <u>(4)</u> | \$ 61.69 | <u>(10)</u> | 11/11/2023 | Class A Common | 10,00 | Class A Common |
| SAR <u>(4)</u> | \$ 74.38 | <u>(11)</u> | 11/11/2024 | Class A Common | 10,00 | Class A Common |
| SAR <u>(12)</u> | \$ 63.04 | <u>(13)</u> | 11/17/2025 ⁽¹⁴⁾ | Class A Common | 3,33 | Class A Common |
| SAR <u>(12)</u> | \$ 65.9 | <u>(15)</u> | 11/17/2025 ⁽¹⁴⁾ | Class B Common | 6,66 | Class B Common |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| AUBRECHT RICHARD A SENECA ST AND JAMISON RD EAST AURORA, NY 14052 | X | | Vice President | |

Signatures

Timothy P. Balkin, as Power of Attorney for Richard A. Aubrecht

09/08/2016

 **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) Dr. Aubrecht disclaims any beneficial interest in shares owned by spouse.
- (3) Option to buy granted under the 1998 and/or 2003 Incentive Stock Option Plan.
- (4) Stock Appreciation Rights (SAR) granted under the 2008 Incentive Stock Option 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: 6,834 on 11/30/12, 6,833 on 11/30/13 and 6,833 on 11/30/14.
- (9) SAR is exercisable as follows: 6,834 on 11/27/2013, 6,833 on 11/27/2014 and 6,833 on 11/27/2015.

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(10) SAR is exercisable as follows: 3,334 on 11/11/2014, 3,333 on 11/11/2015 and 3,333 on 11/11/2016.

(11) SAR is exercisable as follows: 3,334 on 11/11/2015, 3,333 on 11/11/2016 and 3,333 on 11/11/2017.

(12) Stock Appreciation Rights (SAR) granted under the Moog Inc. 2014 Long Term Incentive Plan.

(13) SARs exercisable as follows: 1,111 on 11/17/2016, 1,111 on 11/17/2017 and 1,111 on 11/17/2018.

Under the terms of the grant, SARs expire ten years after the date of grant, which was November 17, 2015. For the purposes of this

(14) Form 4, the transaction date on which the SARs are acquired is the date on which the exercise price has fixed, which was the tenth calendar day after the date of grant.

(15) SAR is exercisable as follows: 2,223 on 11/17/2016, 2,222 on 11/17/2017 and 2,222 on 11/17/2018.

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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