

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>ATHOE MAUREEN MARY</u> (Last) (First) (Middle) <u>SENECA ST AND JAMISON RD</u> (Street) <u>EAST AURORA NY 14052</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MOOG INC [ MOGA/MOGB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) <u>Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 B Common	11/15/2023		A	(1)	436	A	\$ 0.00	9,059	D	
Class B Common	11/15/2023		F	(2)	158	D	\$ 126.20	8,901	D	

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			Code	V	Amount	(A) or (D)	Price			
Class A Common								6,268	D	
Class B Common								356	I	by IRA
Class B Common <sup>(3)</sup>								1	I	401 (k)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
SAR <sup>(4)</sup>	\$ 71.648							(5)	11/15/2026	Class B Common	10,000		10,000	D	
SAR <sup>(4)</sup>	\$ 82.31							(5)	11/14/2027	Class B Common	6,181		6,181	D	
SAR <sup>(4)</sup>	\$ 80.19							(5)	11/13/2028	Class B Common	6,988		6,988	D	
SAR <sup>(4)</sup>	\$ 85.95							(5)	11/12/2029	Class B Common	6,794		6,794	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
SAR <sup>(4)</sup>	\$ 73.39							(5)	11/17/2030	Class B Common	4,452	4,452	D	
SAR <sup>(4)</sup>	\$ 83.00							(5)	11/16/2031	Class B Common	3,737	3,737	D	

**Explanation of Responses:**

1. Represents the Class B shares received by the reporting person upon the vesting of the initial fixed dollar tranche of the fixed dollar-denominated time vesting award ("TVA") received by the reporting person on November 15, 2022. The TVA vests in three equal fixed dollar tranches and can be settled into Class B shares using the fair market value of the Class B shares on the date of vesting of such tranche.
2. The Company withheld Class B shares to satisfy the tax withholding obligation for the tranche of the reporting person's TVA that vested on November 15, 2023.
3. Reflects equivalent shares held in Moog Inc. Retirement Savings Plan as of the most recent report to participants.
4. Stock Appreciation Rights (SAR) granted under the Moog Inc. 2014 Long Term Incentive Plan.
5. SARs become exercisable ratably over three years beginning on the first anniversary from the date of grant.

**Remarks:**

/s/ Christopher A. Head, as  
Power of Attorney for Maureen 11/17/2023  
Mary Athoe

\*\* Signature of Reporting Person                      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**