SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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. Name and Add FISHBACK DONA	2. Issuer MOOG IN		Ticker or Tra MOGB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner							
(Last) SENECA ST & JAN	(First) /IISON RD	(Middle)	3. Date of 07/05/2022		ransaction (N	lonth/Day/Year)	Officer (give title Other (specify below) below)					
(Street) EAST AURORA NY 14052			4. If Amer	idment, D	ate of Origina		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
(City)	(State)	(Zip)					Form filed by M	ore than One Rep	porting Person			
		Table	e I - Non-Derivative	Securitie	s Acquired, I	Disposed of, or Beneficially Own	ed					
1. Title of Secu	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect					

	(wontrody, real)	(Month/Day/Year)	Code (Instr. 8)		Disposed Of 5)	(D) (Instr	7. 3, 4 and	Securities Beneficially Owned Following	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(1150.4)	(1150.4)
Class A Common	07/05/2022		М		7,000	А	\$36.41	11,735	D	
Class A Common	07/05/2022		F		4,555 (1)	D	\$80.24	7,180	D	
Class A Common								7,559	Ι	Trust ⁽²⁾
Class A Common								6,798	Ι	Trust ⁽³⁾
Class A Common								7,290	Ι	Trust ⁽⁴⁾
Class A Common								19,273	Ι	Trust ⁽⁵⁾
Class A Common								5,702	Ι	Trust ⁽²⁾
Class A Common								12,500	Ι	Trust ⁽³⁾
Class B Common ⁽⁶⁾								304	Ι	401 (k)
Class B Common								9,256	D	
Table II - D (e	erivative Se .g., puts, ca	ecurities alls, warra	Acquire ants, op	d, Dis tions	sposed of, or E s, convertible s	Beneficial securities	lly Owned)			

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 (Montt/Day/Year)	4. Transac Code (In 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	Amount or Number of Shares				
SAR ⁽⁷⁾	\$36.41	07/05/2022		М			7,000	(8)	11/27/2022	Class A Common	7,000	\$0	0	D	
SAR ⁽⁷⁾	\$61.69							(8)	11/11/2023	Class A Common	10,000		10,000	D	
SAR ⁽⁷⁾	\$74.38							(8)	11/11/2024	Class A Common	10,000		10,000	D	
SAR ⁽⁹⁾	\$63.04							(8)	11/17/2025	Class A Common	3,333		3,333	D	
SAR ⁽⁹⁾	\$65.90							(8)	11/17/2025	Class B Common	6,667		6,667	D	
SAR ⁽⁹⁾	\$71.648							(8)	11/15/2026	Class B Common	10,000		10,000	D	
SAR ⁽⁹⁾	\$82.31							(8)	11/14/2027	Class B Common	6,181		6,181	D	
SAR ⁽⁹⁾	\$80.19							(8)	11/13/2028	Class B Common	6,988		6,988	D	

Explanation of Responses:

1. This represents the difference between the number of SARs exercised (7,000) and the number of shares issued as a result of the exercise (2,445). The number of shares to be issued under a SAR exercise is determined by multiplying the number of SARs being exercised by the difference between the FMV on the date of exercise (\$80.24) and the exercise price (\$36.41). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

2. Shares held by a living trust of which the reporting person's spouse is the trustee.

3. Shares held by a grantor retained annuity trust of which the reporting person is the trustee.

4. Shares held by a living trust of which the reporting person is the trustee.

5. Shares held by an irrevocable trust of which the reporting person's spouse is the trustee.

6. Reflects shares held in Moog Inc. Retirement Savings Plan as of the most recent report to participants.

7. Stock Appreciation Rights (SAR) granted under the 2008 Incentive Stock Option Plan.

8. SARs become exercisable ratably over three years beginning on the first anniversary from the date of grant.

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

/s/ Christopher P. Donnini, as Power of Attorney for Donald R. Fishback

07/07/2022

** 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.