SEC Form 4

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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## 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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	_
Estimated average burder	n
hours per response:	0.5

1. Name and Address of Reporting Person <sup>*</sup> SCANNELL JOHN	2. Issuer Name <b>and</b> Ticker or Trading Symbol MOOG INC [ MOGA/MOGB ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) SENECA ST & JAMISON RD	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2022	X Officer (give title Other (specify below) below) CEO				
(Street) EAST AURORA NY 14052 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person Form filed by More than One Reporting Person</li> </ul>				

## 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 Disposed Of 5)	Acquired (D) (Instr	d (A) or . 3, 4 and	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(1150.4)	(Instr. 4)
Class B Common	11/16/2022		A <sup>(1)</sup>		2,610	Α	\$0	18,321	D	
Class B Common	11/16/2022		F <sup>(2)</sup>		1,333	D	\$85.1701	16,988	D	
Class A Common								26,057	Ι	Spouse
Class A Common								56,235	D	
Class B Common <sup>(3)</sup>								3,576	Ι	401 (k)
Table II - [	Derivative Sole (e.g., puts, ca	ecurities alls, warr	Acquire ants, op	d, Distions	sposed of, or I , convertible s	Beneficia securities	lly Owned )			1

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. Transac Code (In 8)	ction nstr.	Derivati Securiti Acquire or Disp	Acquired (A) or Disposed of (D) (Instr. 3, 4		able and Securities Underly		ing of Derivent		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 <sup>(4)</sup>	\$61.69							(5)	11/11/2023	Class A Common	15,000		15,000	D	
SAR <sup>(4)</sup>	\$74.38							(5)	11/11/2024	Class A Common	15,000		15,000	D	
SAR <sup>(6)</sup>	\$63.04							(5)	11/17/2025	Class A Common	5,000		5,000	D	
SAR <sup>(6)</sup>	\$65.90							(5)	11/17/2025	Class B Common	10,000		10,000	D	
SAR <sup>(6)</sup>	\$71.648							(5)	11/15/2026	Class B Common	20,000		20,000	D	
SAR <sup>(6)</sup>	\$82.31							(5)	11/14/2027	Class B Common	18,543		18,543	D	
SAR <sup>(6)</sup>	\$80.19							(5)	11/13/2028	Class B Common	27,949		27,949	D	
SAR <sup>(6)</sup>	\$85.95							(5)	11/12/2029	Class B Common	33,969		33,969	D	
SAR <sup>(6)</sup>	\$73.39							(5)	11/17/2030	Class B Common	25,130		25,130	D	
SAR <sup>(6)</sup>	\$83							(5)	11/16/2031	Class B Common	23,352		23,352	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 16, 2021. 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 16, 2022.

3. Reflects shares held in Moog Inc. Retirement Savings Plan as of the most recent statement.

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.

/s/ Christopher P. Donnini, as Power of Attorney for John R. Scannell

11/18/2022

\*\* 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.