SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB Number: 3235-0287 Estimated average burden hours per response:

5. Relationship of Reporting Person(s) to Issuer

1,708

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0.5

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*

Class B Common

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

	duress of Reportin	ilg i erson	MOO	C INC L MOC	A MACOOD 1			(0	Check al	l applicable	e)					
SWOPE M	<u>IICHAEL J</u>		MOO	MOOG INC [MOGA/MOGB]							Director		10% Owner			
(Last)	(First)	(Middle)	II	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2023						Officer (g	ve title	Other (specify below)				
SENECA ST	T & JAMISON	RD								Control	ler					
(Street)				4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)						
EAST AURORA	NY	14052							X		I by One Reporting F I by More than One I		า			
(City)	(State)	(Zip)	_													
		Table I -	Non-Deriv	ative Securition	es Acquired, [Dispos	sed o	of, or Be	enefici	ially Ow	ned					
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (4. Securit or Dispos 3, 4 and 5	ed Of (D		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(111501.4)			
Class B Common				11/15/2023		A (1)		111	A	\$ 0.00	1,749	D				
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_F (2)

41

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126.20

2. Issuer Name and Ticker or Trading Symbol

11/15/2023

		Tak	ole I - Non-Der	ivativ	e Sec	curiti	es A	Acquired, I	Dispos	ed o	t, or Bei	neficia	IIy O	wned			
1. Title of Security (Instr. 3)					2. Transaction Date (Month/Day/Year)			2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.		4. Securities Acquired (A or Disposed Of (D) (Insti 3, 4 and 5)			ties cially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
										v	Amount	(A) or (D) Price			ted action(s) 3 and 4)		(Instr. 4)
Class B Common (3)															365	I	401 (k)
		Т	able II - Deriva (e.g.,					quired, Dis s, options					Ow	ned			
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 Expiration Date (Month/Day/Year)		nd	7. Title an of Securit Underlyin Derivative (Instr. 3 a	ies g Securit	D	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	Expira Dat		Title	Amo or Num of Shar	per				
SAR (4)	\$ 85.95							(5)	11/12/	2029	Class E Commo	1 ×6	3		868	D	
SAR (4)	\$ 73.39							(5)	11/17/	2030	Class E Commo	1 5/1	5		545	D	
SAR (4)	\$ 83.00							(5)	11/16/	2031	Class E Commo	1 99	2		992	D	

Explanation of Responses:

- 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.

^{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.

- 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 Michael 11/17/2023

J. Swope

** 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.