

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>WALTER JENNIFER</u> (Last) (First) (Middle) <u>SENECA ST & 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>CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/14/2023</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	11/14/2023		A (1)		2,384	A (1)	\$ 0.00 (2)	7,848 (3)	D	
Class B Common	11/14/2023		F (4)		1,218	D	\$ 126.20	6,630	D	

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			Code	V	Amount	(A) or (D)	Price			
Class A Common								3,835	D	
Class B Common ⁽⁵⁾								762	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					
SAR ⁽⁶⁾	\$ 74.38							(7)	11/11/2024	Class A Common	2,000	2,000	D	
SAR ⁽⁸⁾	\$ 63.04							(7)	11/17/2025	Class A Common	667	667	D	
SAR ⁽⁸⁾	\$ 65.90							(7)	11/17/2025	Class B Common	1,333	1,333	D	
SAR ⁽⁸⁾	\$ 71.648							(7)	11/15/2026	Class B Common	2,000	2,000	D	
SAR ⁽⁸⁾	\$ 82.31							(7)	11/14/2027	Class B Common	1,611	1,611	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	Title	Amount or Number of Shares				
SAR ⁽⁸⁾	\$ 80.19							(7)	11/13/2028	Class B Common	1,741		1,741	D	
SAR ⁽⁸⁾	\$ 85.95							(7)	11/12/2029	Class B Common	11,323		11,323	D	
SAR ⁽⁸⁾	\$ 73.39							(7)	11/17/2030	Class B Common	7,611		7,611	D	
SAR ⁽⁸⁾	\$ 83.00							(7)	11/16/2031	Class B Common	6,539		6,539	D	

Explanation of Responses:

- Shares issued pursuant to vesting of performance-based restricted stock units that were granted to the reporting person on November 17, 2020, upon achievement of performance goals under the Moog Inc. 2014 Long Term Incentive Plan.
- The performance-based restricted stock units were granted under an equity incentive compensation plan maintained by Moog Inc. and therefore the reporting person paid no price for the shares received upon the vesting of the performance-based restricted stock units.
- Includes 144 shares of Class B Common acquired under the Moog Inc. Employee Stock Purchase Plan on July 1, 2023.
- Shares withheld for taxes upon the settlement in shares of performance-based restricted stock units previously granted to the reporting person.
- Reflects equivalent shares held in Moog Inc. Retirement Savings Plan as of the most recent report to participants.
- Stock Appreciation Rights (SAR) granted under the Moog Inc. 2008 Stock Appreciation Rights Plan.
- SARs become exercisable ratably over three years beginning on the first anniversary from the date of grant.

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

Remarks:

/s/ Christopher A. Head, as
Power of Attorney for Jennifer 11/16/2023
Walter

** 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.