

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **July 25, 2008**

MOOG INC.

(Exact name of registrant as specified in its charter)

New York
(State or Other Jurisdiction
of Incorporation)

1-5129
(Commission
File Number)

16-0757636
(I.R.S. Employer
Identification No.)

East Aurora, New York
(Address of principal executive offices)

14052-0018
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(716) 652-2000**

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition

On July 25, 2008, Moog Inc. (the “Company”) issued a press release discussing results of operations for the quarter ended June 28, 2008. A copy of the press release is included as exhibit 99.1 of this report.

The information in this report is being furnished pursuant to Item 2.02 of Form 8-K and shall not be deemed to be “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, except as expressly stated by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release dated July 25, 2008, announcing Moog Inc.’s results of operations for the quarter ended June 28, 2008.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MOOG INC.

Dated: July 25, 2008

By: /s/ Jennifer Walter
Name: Jennifer Walter
Controller

EXHIBIT INDEX

| <u>Exhibit</u> | <u>Description</u> |
|----------------|--|
| 99.1 | Press release dated July 25, 2008, announcing Moog Inc.'s results of operations for the quarter ended June 28, 2008. |

press information

MOOG INC., EAST AURORA, NEW YORK 14052 TEL-716/652-2000 FAX -716/687-4457

release date Immediate
July 25, 2008

contact Ann Marie Luhr
716-687-4225

MOOG'S THIRD QUARTER EPS INCREASED 22%

Moog Inc. (NYSE: MOG.A and MOG.B) announced today third quarter earnings of \$31.1 million, or \$.72 per share, an increase of 22% over \$.59 per share a year ago. On a year-to-date basis, Moog's earnings per share were \$2.02, up 17% from \$1.72 in the year previous.

Sales for the quarter of \$497 million were up 23% from \$404 million last year. Sales year-to-date of \$1.412 billion were also up 23%.

Aircraft sales in the quarter of \$175 million were up 17%. The increase was all in military aircraft. Sales were up on the F-35 Joint Strike Fighter and the V-22 Tilt Rotor. Military aftermarket sales at \$33 million were up 32% from a year ago.

Commercial aircraft sales in the quarter were almost the same as a year ago. Increased sales on business jets offset reduced sales on the Boeing 7-series including the 787 and a 6% reduction in aftermarket revenue.

Space and Defense sales of \$63 million were up 33%. Growth in the core business came in the Constellation program. Constellation will develop the systems to replace the Space Shuttle. The recent QuickSet acquisition provided strong sales in Homeland Security and in Driver Vision Enhancer systems for MRAP vehicles. The acquisition of CSA Engineering added \$2.4 million in sales in the quarter.

Industrial Segment sales were very strong at \$143 million, an increase of 28% from a year ago. Sales were up in almost every major product line with the biggest increase in the motion simulator business. Sales of electric motion bases to CAE and Flight Safety generated a 92% increase to a total of \$21 million. Sales were also up in power generation, metal-forming equipment, gauge controls for steel mills, and plastic-making machinery.

Sales in the Components Segment of \$87 million were up 20% from a year ago. A major part of the increase was equipment supplied to Northrop Grumman for the Guardian system, a system designed to protect military and commercial aircraft from shoulder-fired missiles. The biggest percentage increase in this segment was in the marine market. Sales of \$12 million were up 28%. The Company's products are used by a broad range of customers involved in offshore oil exploration and production.

The Company's Medical Devices segment had sales of \$28 million, up 27% from a year ago. Most of the increase was in sales of administration sets that are used in conjunction with the installed base of intravenous and enteral pumps.

The current backlog of \$898 million was up 23% from the same quarter a year ago.

The Company revised its guidance for the year ending September '08. Sales are now forecast at \$1.887 billion with net earnings of \$119 million and earnings per share of \$2.75.

The Company also provided its initial projection for fiscal '09. Sales are forecasted in the range of \$2.095 billion to \$2.125 billion, net earnings in the range of \$134 million to \$140 million and earnings per share between \$3.08 and \$3.20. Growth in EPS would, therefore, range between 12% and 16%.

"Our Company is experiencing remarkable sales growth in every segment", said R. T. Brady, Chairman and CEO. "A very strong earnings performance in our Industrial Systems and Components Segments are providing continued earnings growth while our Aircraft Group is investing heavily in the development of new airplane programs. Once again, the diversity and balance in our product portfolio is the key to consistent growth in earnings per share."

Moog Inc. is a worldwide designer, manufacturer, and integrator of precision control components and systems. Moog's high-performance systems control military and commercial aircraft, satellites and space vehicles, launch vehicles, missiles, automated industrial machinery, marine and medical equipment. Additional information about the company can be found at www.moog.com.

Cautionary Statement

Information included herein or incorporated by reference that does not consist of historical facts, including statements accompanied by or containing words such as “may,” “will,” “should,” “believes,” “expects,” “expected,” “intends,” “plans,” “projects,” “estimates,” “predicts,” “potential,” “outlook,” “forecast,” “anticipates,” “presume” and “assume,” are forward-looking statements. Such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance and are subject to several factors, risks and uncertainties, the impact or occurrence of which could cause actual results to differ materially from the expected results described in the forward-looking statements. These important factors, risks and uncertainties include (i) fluctuations in general business cycles for commercial aircraft, military aircraft, space and defense products, industrial capital goods and medical devices, (ii) our dependence on government contracts that may not be fully funded or may be terminated, (iii) our dependence on certain major customers, such as The Boeing Company and Lockheed Martin, for a significant percentage of our sales, (iv) the possibility that the demand for our products may be reduced if we are unable to adapt to technological change, (v) intense competition which may require us to lower prices or offer more favorable terms of sale, (vi) our significant indebtedness which could limit our operational and financial flexibility, (vii) the possibility that new product and research and development efforts may not be successful which could reduce our sales and profits, (viii) increased cash funding requirements for pension plans, which could occur in future years based on assumptions used for our defined benefit pension plans, including returns on plan assets and discount rates, (ix) a write-off of all or part of our goodwill, which could adversely affect our operating results and net worth and cause us to violate covenants in our bank agreements, (x) the potential for substantial fines and penalties or suspension or debarment from future contracts in the event we do not comply with regulations relating to defense industry contracting, (xi) the potential for cost overruns on development jobs and fixed price contracts and the risk that actual results may differ from estimates used in contract accounting, (xii) the possibility that our subcontractors may fail to perform their contractual obligations, which may adversely affect our contract performance and our ability to obtain future business, (xiii) our ability to successfully identify and consummate acquisitions, and integrate the acquired businesses and the risks associated with acquisitions, including that the acquired businesses do not perform in accordance with our expectations, and that we assume unknown liabilities in connection with the acquired businesses for which we are not indemnified, (xiv) our dependence on our management team and key personnel, (xv) the possibility of a catastrophic loss of one or more of our manufacturing facilities, (xvi) the possibility that future terror attacks, war or other civil disturbances could negatively impact our business, (xvii) that our operations in foreign countries could expose us to political risks and adverse changes in local, legal, tax and regulatory schemes, (xviii) the possibility that government regulation could limit our ability to sell our products outside the United States, (xix) product quality or patient safety issues with respect to our medical devices business that could lead to product recalls, withdrawal from certain markets, delays in the introduction of new products, sanctions, litigation, declining sales or actions of regulatory bodies and government authorities, (xx) the impact of product liability claims related to our products used in applications where failure can result in significant property damage, injury or death and in damage to our reputation, (xxi) the possibility that litigation may result unfavorably to us, (xxii) our ability to adequately enforce our intellectual property rights and the possibility that third parties will assert intellectual property rights that prevent or restrict our ability to manufacture, sell, distribute or use our products or technology, (xxiii) foreign currency fluctuations in those countries in which we do business and other risks associated with international operations and (xxiv) the cost of compliance with environmental laws. The factors identified above are not exhaustive. New factors, risks and uncertainties may emerge from time to time that may affect the forward-looking statements made herein. Given these factors, risks and uncertainties, investors should not place undue reliance on forward-looking statements as predictive of future results. We disclaim any obligation to update the forward-looking statements made in this report.

MOOG INC.
CONSOLIDATED STATEMENTS OF EARNINGS
(dollars in thousands, except per share data)

| | Three Months Ended | | Nine Months Ended | |
|-------------------------------------|--------------------|------------------|-------------------|------------------|
| | June 28, 2008 | June 30, 2007 | June 28, 2008 | June 30, 2007 |
| Net sales | \$ 496,575 | \$ 403,789 | \$ 1,411,820 | \$ 1,144,684 |
| Cost of sales | 338,084 | 261,922 | 956,064 | 753,646 |
| Gross profit | 158,491 | 141,867 | 455,756 | 391,038 |
| Research and development | 30,518 | 28,299 | 80,686 | 76,192 |
| Selling, general and administrative | 75,413 | 68,566 | 219,634 | 186,061 |
| Interest | 9,121 | 8,348 | 28,056 | 20,415 |
| Other | (729) | 909 | (1,746) | 985 |
| | 114,323 | 106,122 | 326,630 | 283,653 |
| Earnings before income taxes | 44,168 | 35,745 | 129,126 | 107,385 |
| Income taxes | 13,057 | 10,169 | 41,712 | 33,258 |
| Net earnings | \$ 31,111 | \$ 25,576 | \$ 87,414 | \$ 74,127 |
| Net earnings per share | | | | |
| Basic | \$.73 | \$.60 | \$ 2.05 | \$ 1.75 |
| Diluted | \$.72 | \$.59 | \$ 2.02 | \$ 1.72 |
| Average common shares outstanding | | | | |
| Basic | 42,646,335 | 42,476,094 | 42,577,639 | 42,405,088 |
| Diluted | 43,248,903 | 43,225,110 | 43,249,953 | 43,114,907 |

MOOG INC.
CONSOLIDATED SALES AND OPERATING PROFIT
(dollars in thousands)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-------------------|---------------------|---------------------|
| | June 28, 2008 | June 30, 2007 | June 28, 2008 | June 30, 2007 |
| Net Sales | | | | |
| Aircraft Controls | \$ 175,384 | \$ 149,801 | \$ 496,581 | \$ 426,294 |
| Space and Defense Controls | 63,456 | 47,835 | 190,889 | 138,700 |
| Industrial Systems | 142,854 | 111,694 | 395,763 | 324,757 |
| Components | 87,276 | 72,764 | 251,104 | 210,514 |
| Medical Devices | 27,605 | 21,695 | 77,483 | 44,419 |
| Net sales | <u>\$ 496,575</u> | <u>\$ 403,789</u> | <u>\$ 1,411,820</u> | <u>\$ 1,144,684</u> |
| Operating Profit and Margins | | | | |
| Aircraft Controls | \$ 12,187 | \$ 15,825 | \$ 41,530 | \$ 43,705 |
| | 6.9 % | 10.6 % | 8.4 % | 10.3 % |
| Space and Defense Controls | 7,455 | 6,163 | 23,298 | 18,663 |
| | 11.7 % | 12.9 % | 12.2 % | 13.5 % |
| Industrial Systems | 20,582 | 15,395 | 56,759 | 43,673 |
| | 14.4 % | 13.8 % | 14.3 % | 13.4 % |
| Components | 15,151 | 10,877 | 44,571 | 33,831 |
| | 17.4 % | 14.9 % | 17.8 % | 16.1 % |
| Medical Devices | 2,978 | 829 | 6,914 | 4,112 |
| | 10.8 % | 3.8 % | 8.9 % | 9.3 % |
| Total operating profit | <u>58,353</u> | 49,089 | <u>173,072</u> | 143,984 |
| | 11.8 % | 12.2 % | 12.3 % | 12.6 % |
| Deductions from Operating Profit | | | | |
| Interest expense | 9,121 | 8,348 | 28,056 | 20,415 |
| Equity-based compensation expense | 1,384 | 530 | 3,694 | 2,730 |
| Corporate expenses and other | 3,680 | 4,466 | 12,196 | 13,454 |
| Earnings before Income Taxes | <u>\$ 44,168</u> | <u>\$ 35,745</u> | <u>\$ 129,126</u> | <u>\$ 107,385</u> |

MOOG INC.
CONSOLIDATED BALANCE SHEETS
(dollars in thousands)

| | June 28, 2008 | September 29, 2007 |
|---|--------------------------|-----------------------|
| Cash | \$ 85,092 | \$ 83,856 |
| Receivables | 523,767 | 431,978 |
| Inventories | 415,963 | 359,250 |
| Other current assets | 72,733 | 61,767 |
| Total current assets | 1,097,555 | 936,851 |
| Property, plant and equipment | 426,014 | 386,813 |
| Goodwill and intangible assets | 645,633 | 620,349 |
| Other non-current assets | 69,584 | 62,166 |
| Total assets | \$ 2,238,786 | \$ 2,006,179 |
| | | |
| Notes payable | \$ 4,683 | \$ 3,354 |
| Current installments of long-term debt | 1,967 | 2,537 |
| Contract loss reserves | 16,844 | 12,362 |
| Other current liabilities | 357,926 | 301,975 |
| Total current liabilities | 381,420 | 320,228 |
| Long-term debt | 682,348 | 611,633 |
| Other long-term liabilities | 212,205 | 197,106 |
| Total liabilities | 1,275,973 | 1,128,967 |
| Shareholders' equity | 962,813 | 877,212 |
| Total liabilities and shareholders' equity | \$ 2,238,786 | \$ 2,006,179 |