SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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.

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

1. Name and A	ddress of Reporti	ng Person*	2. Issuer Name and Tic	ker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
SWOPE N	<u> </u>		MOOG INC [M	OGA/MOGB]		Oneck	Director 10% Owner					
(Last) (First) (Middle)			3. Date of Earliest Trans 11/16/2023	saction (Month/Day/Ye	X	Officer (give title below)		Other (spec	ify below)			
SENECA ST	Γ& JAMISON	N RD					Control	ler				
(Street)			4. If Amendment, Date	of Original Filed (Month	6. Indiv	6. Individual or Joint/Group Filing (Check Applicable Line)						
EAST AURORA	NY	14052				X		by One Reporting by More than One		n		
(City)	(State)	(Zip)										
		Table I -	Non-Derivative Secu	rities Acquired,	Disposed o	f, or Benefi	cially Ow	ned				
1. Title of Secu	ırity (Instr. 3)		2. Transaction	2. Transaction 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of				6. Ownership	7. Nature			

1. Title of Security (Instr. 3)			Transa Code (I	Transaction or Disposed Of (D) (Inst Code (Instr. 3, 4 and 5)				Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	٧	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class B Common	11/16/2023		A (1)		71	A	\$ 0.00	1,779	D	
Class B Common	11/16/2023		F (2)		26	D	\$ 126.20	1,753	D	

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.			ed Of (D		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)		(Instr. 4)
Class B Common	11/17/2023		A (3)		34	A	\$ 0.00	1,787	D	
Class B Common	11/17/2023		F (4)		13	D	\$ 126.20	1,774	D	
Class B Common ⁽⁵⁾								365	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. Transa Code (8)		Secu Acqu (A) o Dispo	vative prities priced r osed) r. 3, 4	6. Date Exerc Expiration D (Month/Day/\)	ate	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)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
SAR (6)	\$ 85.95							(7)	11/12/2029	Class B Common	868		868	D	
SAR (6)	\$ 73.39							(7)	11/17/2030	Class B Common	545		545	D	
SAR (6)	\$ 83.00							(7)	11/16/2031	Class B Common	992		992	D	

Explanation of Responses:

- 1. Represents the Class B shares received by the reporting person upon the vesting of the second 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, 2023.
- 3. Represents the Class B shares received by the reporting person upon the vesting of the third fixed dollar tranche of the fixed dollar-denominated time vesting award ("TVA") received by the reporting person on November 17, 2020. 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 tranches.
- 4. 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 17, 2023.
- 5. Reflects equivalent shares held in Moog Inc. Retirement Savings Plan as of the most recent report to participants.
- 6. Stock Appreciation Rights (SAR) granted under the Moog Inc. 2014 Long Term Incentive Plan.
- 7. 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 11/20/2023 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.