

SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL	
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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).

**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 Address of Reporting Person* <u>Walter Jennifer</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p align="center"><b>Controller</b></p>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/11/2016</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>SENECA ST &amp; JAMISON RD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>EAST AURORA NY 14052</u>								
(City)	(State)	(Zip)						

**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			
<u>Class A Common</u>	<u>11/11/2016</u>		<u>M</u>		<u>1,166</u>	<u>A</u>	<u>\$69.58</u>	<u>1,166</u>	<u>D</u>	
<u>Class B Common<sup>(1)</sup></u>								<u>718</u>	<u>I</u>	<u>401 (k)</u>

**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
<u>SAR<sup>(2)</sup></u>	<u>\$26.66</u>	<u>11/11/2016</u>		<u>M</u>			<u>3,000</u>	<u>(3)(4)</u>	<u>12/01/2019</u>	<u>Class A Common</u>	<u>3,000</u>	<u>\$26.66</u>	<u>0</u>	<u>D</u>	
<u>SAR<sup>(2)</sup></u>	<u>\$36.86</u>							<u>(3)(5)</u>	<u>11/30/2020</u>	<u>Class A Common</u>	<u>2,000</u>		<u>2,000</u>	<u>D</u>	
<u>SAR<sup>(2)</sup></u>	<u>\$41.82</u>							<u>(3)(6)</u>	<u>11/30/2021</u>	<u>Class A Common</u>	<u>4,000</u>		<u>4,000</u>	<u>D</u>	
<u>SAR<sup>(2)</sup></u>	<u>\$36.41</u>							<u>(3)(7)</u>	<u>11/27/2022</u>	<u>Class A Common</u>	<u>4,000</u>		<u>4,000</u>	<u>D</u>	
<u>SAR<sup>(2)</sup></u>	<u>\$61.69</u>							<u>(3)(8)</u>	<u>11/11/2023</u>	<u>Class A Common</u>	<u>2,000</u>		<u>2,000</u>	<u>D</u>	
<u>SAR<sup>(2)</sup></u>	<u>\$74.38</u>							<u>(3)(9)</u>	<u>11/11/2024</u>	<u>Class A Common</u>	<u>2,000</u>		<u>2,000</u>	<u>D</u>	
<u>SAR<sup>(10)</sup></u>	<u>\$63.04</u>							<u>(3)(11)</u>	<u>11/17/2025</u>	<u>Class A Common</u>	<u>667</u>		<u>667</u>	<u>D</u>	
<u>SAR<sup>(10)</sup></u>	<u>\$65.9</u>							<u>(3)(12)(13)</u>	<u>11/17/2025</u>	<u>Class B Common</u>	<u>1,333</u>		<u>1,333</u>	<u>D</u>	

**Explanation of Responses:**

- Reflects shares held in Moog Inc. Retirement Savings Plan as of the most recent report to participants.
- Stock Appreciation Rights (SAR) granted under the 2008 Incentive Stock Option Plan.
- SARs become exercisable ratably over three years beginning on the first anniversary from the date of grant.
- SAR exercisable as follows: 1,000 on 12/1/10, 1,000 on 12/1/11 and 1,000 on 12/1/12

5. SAR exercisable as follows: 667 on 11/30/11, 667 on 11/30/12 and 666 on 11/30/13.
6. SAR exercisable as follows: 1,334 on 11/30/12, 1,333 on 11/30/13 and 1,333 on 11/30/14.
7. SAR exercisable as follows: 1,334 on 11/27/13, 1,333 on 11/27/14 and 1,333 on 11/27/15.
8. SAR exercisable as follows: 668 on 11/11/2014, 666 on 11/11/2015 and 666 on 11/11/2016.
9. SAR is exercisable as follows: 668 on 11/11/2015, 666 on 11/11/2016 and 666 on 11/11/2017.
10. Stock Appreciation Rights (SAR) granted under the Moog Inc. 2014 Long Term Incentive Plan.
11. SAR exercisable as follows: 223 on 11/17/2016, 222 on 11/17/2017 and 222 on 11/17/2018.
12. SAR exercisable as follows: 445 on 11/17/2016, 444 on 11/17/2017 and 444 on 11/17/2018
13. Under the terms of the award, SARs expire ten years after the date of grant, which was November 17, 2015. For the purposes of this Form 4, the transaction date on which the SARs are acquired is the date on which the exercise price has fixed, which was the tenth calendar day after the date of grant.

**Remarks:**

Timothy P. Balkin, as Power  
of Attorney for Jennifer      11/15/2016  
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.**