

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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|---|-----------|--------------|--|--|--|---|---|--|--|
| 1. Name and Address of Reporting Person * WALTER JENNIFER | | | 2. Issuer Name and Ticker or Trading Symbol MOOG INC [MOGA/MOGB] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/04/2019 | | | <input checked="" type="checkbox"/> Director | 10% Owner | | |
| SENECA ST & JAMISON RD | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | <input checked="" type="checkbox"/> Officer (give title below) Vice President - Finance | Other (specify below) | | |
| (Street) | (City) | (State) | (Zip) | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| EAST AURORA | NY | 14052 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | <input type="checkbox"/> Form filed by More than One Reporting Person | | |

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 A Common | | | | | | | | 36 | D | |
| Class B Common | 12/04/2019 | | A ⁽¹⁾ | | 404 | A ⁽¹⁾ | \$0 ⁽²⁾ | 1,447 | D | |
| Class B Common ⁽³⁾ | | | | | | | | 730 | 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 ⁽⁴⁾ | \$36.86 | | | | | | | (5) | 11/30/2020 | Class A Common | 2,000 | 2,000 | D | |

| | | | | | | | | | | | | | | |
|--------------------|----------|--|--|--|--|--|-----|------------|----------------|--------|--|--------|---|--|
| SAR ⁽⁴⁾ | \$41.82 | | | | | | (5) | 11/30/2021 | Class A Common | 4,000 | | 4,000 | D | |
| SAR ⁽⁴⁾ | \$36.41 | | | | | | (5) | 11/27/2022 | Class A Common | 4,000 | | 4,000 | D | |
| SAR ⁽⁴⁾ | \$61.69 | | | | | | (5) | 11/11/2023 | Class A Common | 2,000 | | 2,000 | D | |
| SAR ⁽⁴⁾ | \$74.38 | | | | | | (5) | 11/11/2024 | Class A Common | 2,000 | | 2,000 | D | |
| SAR ⁽⁶⁾ | \$63.04 | | | | | | (5) | 11/17/2025 | Class A Common | 667 | | 667 | D | |
| SAR ⁽⁶⁾ | \$65.90 | | | | | | (5) | 11/17/2025 | Class B Common | 1,333 | | 1,333 | D | |
| SAR ⁽⁶⁾ | \$71.648 | | | | | | (5) | 11/15/2026 | Class B Common | 2,000 | | 2,000 | D | |
| SAR ⁽⁶⁾ | \$82.31 | | | | | | (5) | 11/14/2027 | Class B Common | 1,611 | | 1,611 | D | |
| SAR ⁽⁶⁾ | \$80.19 | | | | | | (5) | 11/13/2028 | Class B Common | 1,741 | | 1,741 | D | |
| SAR ⁽⁶⁾ | \$85.95 | | | | | | (5) | 11/12/2029 | Class B Common | 11,323 | | 11,323 | D | |

Explanation of Responses:

1. Awarded under the 2014 Moog Inc. Long Term Incentive Plan.
2. Stock bonus.
3. Reflects shares held in Moog Inc. Retirement Savings Plan as of the most recent report to participants.
4. Stock Appreciation Rights (SAR) granted under the 2008 Incentive Stock Option Plan.
5. SARs become exercisable ratably over three years beginning on the first anniversary from the date of grant.
6. Stock Appreciation Rights (SAR) granted under the Moog Inc. 2014 Long Term Incentive Plan.

Timothy P. Balkin, as Power of Attorney
for Jennifer Walter

12/06/2019

** 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.