

MOOG INC.
Form 4
December 04, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BERARDI MARTIN

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)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/02/2013

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice President

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common	12/02/2013		M		5,622	A	\$ 67.92
Class A Common	12/03/2013		F		1,472	D	\$ 67.92
Class A Common	12/03/2013		M		3,568	A	\$ 28.01
Class B Common (1)							
					533	I	401 (k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option to Buy <u>(2)</u>	\$ 28.01	12/03/2013		M	3,568	<u>(3)</u> 11/30/2014	Class A Common	3,568
Option to Buy <u>(2)</u>	\$ 28.94					11/29/2015 11/29/2015	Class A Common	20,250
SAR <u>(4)</u>	\$ 36.86	12/02/2013		M	6,833	<u>(5)</u> 11/30/2020	Class A Common	6,833
SAR <u>(4)</u>	\$ 41.82	12/02/2013		M	6,833	<u>(6)</u> 11/30/2021	Class A Common	6,833
SAR <u>(4)</u>	\$ 36.41	12/02/2013		M	6,834	<u>(7)</u> 11/27/2022	Class A Common	6,834
SAR	\$ 61.69					<u>(8)</u> 11/11/2023	Class A Common	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERARDI MARTIN			Vice President	

Signatures

Timothy P. Balkin, as Power of Attorney for Martin J. Berardi

12/04/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Reflects shares held in Moog Inc. Retirement Savings Plan as of most recent statement to participant.
- (2) Option to buy granted under the 1998 and/or 2003 Incentive Stock Option Plan.
- (3) Option exercisable as follows: 51 on 11/30/11, 3,569 on 11/30/12, 3,568 on 11/30/13 and 13,062 on 11/30/14.
- (4) Stock Appreciation Rights (SAR) granted under the 2008 Incentive Stock Option Plan.
- (5) SAR exercisable as follows: 6,834 on 11/30/11, 6,833 on 11/30/12 and 6,833 on 11/30/13.
- (6) SAR exercisable as follows: 6,834 on 11/30/12, 6,833 on 11/30/13 and 6,833 on 11/30/14.
- (7) SAR is exercisable as follows: 6,834 on 11/27/2013, 6,833 on 11/27/2014 and 6,833 on 11/27/2015.
- (8) SAR is exercisable as follows: 3,334 on 11/11/2014, 3,333 on 11/11/2015 and 3,333 on 11/11/2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.