

ATHOE MAUREEN MARY
Form 4
August 28, 2018

FORM 4

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

OMB APPROVAL

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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 *
ATHOE MAUREEN MARY

(Last) (First) (Middle)

SENECA ST AND JAMISON RD

(Street)

EAST AURORA, NY 14052

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOOG INC. [MOGA/MOGB]

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common | 08/25/2018 | | M | | 4,000 A \$ 36.86 | 6,341 | D |
| Class A Common | 08/25/2018 | | F | | 2,585 (1) D \$ 79.45 | 3,756 | D |
| Class A Common | 08/25/2018 | | M | | 4,000 A \$ 41.82 | 7,756 | D |
| Class A Common | 08/25/2018 | | F | | 2,750 (2) D \$ 79.45 | 5,006 | D |
| Class B Common (3) | | | | | | 351 | I 401 (k) |

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

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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| SAR ⁽⁴⁾ | \$ 36.86 | 08/25/2018 | | M | 4,000 | ⁽⁵⁾ 11/30/2020 | Class A Common | 4,000 |
| SAR ⁽⁴⁾ | \$ 41.82 | 08/25/2018 | | M | 4,000 | ⁽⁵⁾ 11/30/2021 | Class A Common | 4,000 |
| SAR ⁽⁴⁾ | \$ 36.41 | | | | | ⁽⁵⁾ 11/27/2022 | Class A Common | 4,000 |
| SAR ⁽⁴⁾ | \$ 61.69 | | | | | ⁽⁵⁾ 11/11/2023 | Class A Common | 2,000 |
| SAR ⁽⁴⁾ | \$ 74.38 | | | | | ⁽⁵⁾ 11/11/2024 | Class A Common | 2,000 |
| SAR ⁽⁶⁾ | \$ 63.04 | | | | | ⁽⁵⁾ 11/17/2025 | Class A Common | 3,333 |
| SAR ⁽⁶⁾ | \$ 65.9 | | | | | ⁽⁵⁾ 11/17/2025 | Class B Common | 6,667 |
| SAR ⁽⁶⁾ | \$ 71.648 | | | | | ⁽⁵⁾ 11/15/2026 | Class B Common | 10,000 |
| SAR ⁽⁶⁾ | \$ 82.31 | | | | | ⁽⁵⁾ 11/14/2027 | Class B Common | 6,181 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | Vice President | |

ATHOE MAUREEN MARY
SENECA ST AND JAMISON RD
EAST AURORA, NY 14052

Signatures

Timothy P. Balkin, as Power of Attorney for Maureen Mary
Athoe

08/27/2018

__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) This represents the difference between the number of SARs exercised (4,000) and the number of shares issued as a result of the exercise (1,415). The number of shares to be issued under a SAR exercise is determined by multiplying the number of SARs being exercised by the difference between the FMV on the date of exercise (\$79.45) and the exercise price (\$36.86). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(2) This represents the difference between the number of SARs exercised (4,000) and the number of shares issued as a result of the exercise (1,250). The number of shares to be issued under a SAR exercise is determined by multiplying the number of SARs being exercised by the difference between the FMV on the date of exercise (\$79.45) and the exercise price (\$41.82). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(3) Reflects equivalent shares held in Moog Inc. Retirement Savings Plan as of the most recent statement.

(4) Stock Appreciation Right (SAR) granted under the 2008 Appreciation Rights 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.

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

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