

MOOG INC.
Form 4
November 13, 2014

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 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 *
JOHNSON WARREN C

(Last) (First) (Middle)

P.O. BOX 189, 13133 BEAR ROAD

(Street)

WALES CENTER, NY 14169

(City) (State) (Zip)

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

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

11/11/2014

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)
Class A Common				(A) or (D) Price	53,529	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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	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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy <u>(1)</u>	\$ 28.01					<u>(2)</u>		11/30/2014		Class A Common	14,946
Option to Buy <u>(1)</u>	\$ 28.94							11/29/2015	11/29/2015	Class A Common	20,250
Option to Buy <u>(1)</u>	\$ 42.45							11/26/2010	11/26/2017	Class A Common	20,250
SAR <u>(3)</u>	\$ 36.86					<u>(4)</u>		11/30/2020		Class A Common	20,500
SAR <u>(3)</u>	\$ 41.82					<u>(5)</u>		11/30/2021		Class A Common	20,500
SAR <u>(3)</u>	\$ 36.41					<u>(6)</u>		11/27/2022		Class A Common	20,500
SAR <u>(3)</u>	\$ 61.69					<u>(7)</u>		11/11/2023		Class A Common	10,000
SAR <u>(3)</u>	\$ 74.38	11/11/2014		A	10,000	<u>(8)</u>		11/11/2024		Class A Common	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON WARREN C P.O. BOX 189 13133 BEAR ROAD WALES CENTER, NY 14169			Vice President	

Signatures

Timothy P. Balkin, as Power of Attorney for Warren C. Johnson 11/13/2014

__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) Option to buy granted under the 1998 and/or 2003 Incentive Stock Option Plan.
- (2) Option exercisable as follows: 1,736 on 11/30/12, 3,568 on 11/30/2013 and 14,946 on 11/30/2014.
- (3) Stock Appreciation Rights (SAR) granted under the 2008 Incentive Stock Option Plan.
- (4) SAR exercisable as follows: 6,834 on 11/30/11, 6,833 on 11/30/12 and 6,833 on 11/30/13.
- (5) SAR exercisable as follows: 6,834 on 11/30/12, 6,833 on 11/30/13 and 6,833 on 11/30/14.
- (6) SAR is exercisable as follows: 6,834 on 11/27/2013, 6,833 on 11/27/2014 and 6,833 on 11/27/2015.
- (7) SAR is exercisable as follows: 3,334 on 11/11/2014, 3,333 on 11/11/2015 and 3,333 on 11/11/2016.
- (8) SAR is exercisable as follows: 3,334 on 11/11/2015, 3,333 on 11/11/2016 and 3,333 on 11/11/2017.

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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