Scannell John Form 4 November 15, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 2. Issuer Name and Ticker or Trading Symbol MOOG INC. [MOGA/MOGB] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|---|--|--|--|
| 3. Date of Earliest Transaction | (Check all applicable) | | | |
| (Month/Day/Year) 11/13/2018 | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) CEO | | | |
| 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| | Symbol MOOG INC. [MOGA/MOGB] 3. Date of Earliest Transaction (Month/Day/Year) 11/13/2018 4. If Amendment, Date Original | | | |

Person

EAST AURORA, NY 14052

| (City) | (State) | (Zip) Tabl | e I - Noi | n-D | erivative | Secur | ities Acqu | uired, Disposed o | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|---|-----|-----------|-----------|--|--|---|----------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquire Transaction(A) or Disposed of (I Code (Instr. 3, 4 and 5) (Instr. 8) | | | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code | V | Amount | or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Class A Common | 10/12/2018 | | G | V | 3,982 | D | \$0 | 26,056 | D | |
| Class A Common | 10/12/2018 | | G | V | 3,982 | A | \$ 0 | 26,057 | I | Spouse |
| Class A Common | 11/13/2018 | | A(1) | | 526 | A (1) | \$ 0 (2) | 26,582 | D | |
| Class A Common | 11/13/2018 | | F(3) | | 258 | D | \$ 79.15 | 26,324 | D | |
| Class B Common | 11/13/2018 | | A <u>(1)</u> | | 1,050 | A (1) | \$ 0 (2) | 1,375 | D | |

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| Class B Common | 11/13/2018 | F(3) | 515 | D | \$ 80.19 | 860 | D | |
|-------------------|------------|------|-----|---|-------------|-------|---|---------|
| Class B Common | | | | | | 1,888 | I | 401 (k) |

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

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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. Transactic Code (Instr. 8) | 5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exer Expiration D (Month/Day) | ate | 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 |
| SAR (5) | \$ 26.66 | | | | | | <u>(6)</u> | 12/01/2019 | Class A Common | 15,375 |
| SAR (5) | \$ 36.86 | | | | | | <u>(6)</u> | 11/30/2020 | Class A Common | 20,500 |
| SAR (5) | \$ 41.82 | | | | | | <u>(6)</u> | 11/30/2021 | Class A Common | 27,000 |
| SAR (5) | \$ 36.41 | | | | | | <u>(6)</u> | 11/27/2022 | Class A Common | 31,791 |
| SAR (5) | \$ 61.69 | | | | | | <u>(6)</u> | 11/11/2023 | Class A Common | 15,000 |
| SAR (5) | \$ 74.38 | | | | | | (6) | 11/11/2024 | Class A Common | 15,000 |
| SAR (7) | \$ 63.04 | | | | | | (6) | 11/17/2025 | Class A Common | 5,000 |
| SAR (7) | \$ 65.9 | | | | | | <u>(6)</u> | 11/17/2025 | Class B Common | 10,000 |
| SAR (7) | \$ 71.648 | | | | | | <u>(6)</u> | 11/15/2026 | Class B Common | 20,000 |
| SAR (7) | \$ 82.31 | | | | | | <u>(6)</u> | 11/14/2027 | Class B | 18,543 |

Common

SAR (7) \$ 80.19 11/13/2018 A 27,949 (6) 11/13/2028 Class B Common 27,949

Reporting Owners

EAST AURORA, NY 14052

Reporting Owner Name / Address

Director 10% Owner Officer Other

Scannell John
SENECA ST & JAMISON RD X CEO

Signatures

Timothy P. Balkin, as Power of Attorney for John R.
Scannell

11/15/2018

**Signature of Reporting Person

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) Shares issued pursuant to vesting of performance-based restricted stock units that were granted to the reporting person on November 17, 2015, upon achievement of performance goals under the 2014 Moog Inc. Long Term Incentive Plan.

Date

- (2) The performance-based restricted stock units were granted under an equity incentive compensation plan maintained by Moog Inc. and therefore the reporting person paid no price for the performance-based restricted stock units.
- (3) Shares withheld for taxes upon the settlement in shares of performance-based restricted stock units previously granted to the reporting person.
- (4) Reflects shares held in Moog Inc. Retirement Savings Plan as of the most recent report to participants.
- (5) Stock Appreciation Rights (SAR) granted under the 2008 Stock Appreciation Rights Plan.
- (6) SARs become exercisable ratably over three years beginning on the first anniversary from the date of grant.
- (7) 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. 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.

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