

BURGHARDT R. ERIC

Form 4

May 03, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BURGHARDT R. ERIC

(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)
05/01/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	05/01/2019		M		4,000	A	\$ 41.82	4,856	D
Class A Common	05/01/2019		F		2,539 ⁽¹⁾	D	\$ 93.64	2,317	D
Class A Common	05/01/2019		M		4,000	A	\$ 36.41	6,317	D
Class A Common	05/01/2019		F		2,387 ⁽²⁾	D	\$ 93.64	3,930	D
Class A Common	05/01/2019		M		2,000	A	\$ 61.69	5,930	D

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Class A Common	05/01/2019	F	1,550 (3)	D	\$ 93.64	4,380	D	
Class A Common	05/01/2019	M	2,000	A	\$ 74.38	6,380	D	
Class A Common	05/01/2019	F	1,729 (4)	D	\$ 93.64	4,651	D	
Class A Common	05/01/2019	M	3,333	A	\$ 63.04	7,984	D	
Class A Common	05/01/2019	F	2,614 (5)	D	\$ 93.64	5,370	D	
Class B Common						1,457 (6)	D	
Class B Common (7)						443	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. 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. De Sec (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
SAR ⁽⁸⁾	\$ 41.82	05/01/2019		M	4,000	⁽⁹⁾	11/30/2021	Class A Common	4,000
SAR ⁽⁸⁾	\$ 36.41	05/01/2019		M	4,000	⁽⁹⁾	11/27/2022	Class A Common	4,000
SAR ⁽⁸⁾	\$ 61.69	05/01/2019		M	2,000	⁽⁹⁾	11/11/2023	Class A Common	2,000
SAR ⁽⁸⁾	\$ 74.38	05/01/2019		M	2,000	⁽⁹⁾	11/11/2024	Class A Common	2,000
SAR ⁽¹⁰⁾	\$ 63.04	05/01/2019		M	3,333	⁽⁹⁾	11/17/2025		3,333

					Class A Common	
SAR ⁽¹⁰⁾	\$ 65.9	⁽⁹⁾	11/17/2025		Class B Common	6,667
SAR ⁽¹⁰⁾	\$ 71.648	⁽⁹⁾	11/15/2026		Class B Common	10,000
SAR ⁽¹⁰⁾	\$ 82.31	⁽⁹⁾	11/14/2027		Class B Common	6,181
SAR ⁽¹⁰⁾	\$ 80.19	⁽⁹⁾	11/13/2028		Class B Common	6,988

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURGHARDT R. ERIC SENECA ST AND JAMISON RD EAST AURORA, NY 14052			Vice President	

Signatures

Timothy P. Balkin, as Power of Attorney for R. Eric
Burghardt

05/03/2019

__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 (1461). 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 (\$93.64) and the exercise price (\$41.82). 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 (1613). 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 (\$93.64) and the exercise price (\$36.41). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(3) This represents the difference between the number of SARs exercised (2,000) and the number of shares issued as a result of the exercise (450). 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 (\$93.64) and the exercise price (\$61.69). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(4) This represents the difference between the number of SARs exercised (2,000) and the number of shares issued as a result of the exercise (271). 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 (\$93.64) and the exercise price (\$74.38). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(5) This represents the difference between the number of SARs exercised (3,333) and the number of shares issued as a result of the exercise (719). 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 (\$93.64) and the exercise price (\$63.04). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

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- (6) Includes 138 shares of Class B Common acquired under the Moog Inc. Employee Stock Purchase Plan on December 31, 2018.
- (7) Reflects shares held in Moog Inc. Retirement Savings Plan as of the most recent statement to participants.
- (8) Stock Appreciation Right (SAR) granted under the 2008 Appreciation Rights Plan.
- (9) SARs become exercisable ratably over three years beginning on the first anniversary from the date of grant.
- (10) 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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