

MOOG INC.
Form 4
October 28, 2016

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 *
KAYSER KRAIG H

(Last) (First) (Middle)

SENECA ST & JAMISOND 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)
10/27/2016

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)

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 | 10/27/2016 | | M | V Amount (A) or (D) Price 1,538 A \$ 36.67 | 23,066 | D | |
| Class A Common <u>(1)</u> | | | | | 161,000 | I | Seneca Foods Pension Trust |
| Class B Common <u>(1)</u> | | | | | 80,000 | I | Seneca Foods Pension Trust |

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 (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>(2)</u> | \$ 36.67 | 10/27/2016 | | M | 1,538 | 11/28/2007 | 11/28/2016 | Class A Common | 1,538 |
| Option to Buy <u>(2)</u> | \$ 42.45 | | | | | 11/26/2008 | 11/26/2017 | Class A Common | 1,538 |
| SAR <u>(3)</u> | \$ 35.12 | | | | | 10/31/2009 | 10/31/2018 | Class A Common | 1,500 |
| SAR <u>(3)</u> | \$ 26.66 | | | | | 12/01/2010 | 12/01/2019 | Class A Common | 1,125 |
| SAR <u>(3)</u> | \$ 36.86 | | | | | 11/30/2011 | 11/30/2020 | Class A Common | 1,500 |
| SAR <u>(3)</u> | \$ 41.82 | | | | | 11/30/2012 | 11/30/2021 | Class A Common | 1,500 |
| SAR <u>(3)</u> | \$ 36.41 | | | | | 11/27/2013 | 11/27/2022 | Class A Common | 1,500 |
| SAR <u>(3)</u> | \$ 61.69 | | | | | 11/11/2014 | 11/11/2023 | Class A Common | 2,000 |
| SAR <u>(3)</u> | \$ 74.38 | | | | | 11/11/2015 | 11/11/2024 | Class A Common | 2,000 |
| SAR <u>(4)</u> | \$ 65.9 | | | | | 11/17/2016 | 11/17/2025 ⁽⁵⁾ | Class B Common | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KAYSER KRAIG H SENECA ST & JAMISOND RD EAST AURORA, NY 14052 | | X | | |

Signatures

Timothy P. Balkin, as Power of Attorney for Kraig H. Kayser 10/28/2016

__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) Owned by Seneca Foods Corporation Employee's Pension Trust, of which Mr. Kayser is a beneficiary and one of the trustees with joint voting power. Mr. Kayser's beneficial interest is limited to receiving certain retirement benefits from employment.
- (2) Option to buy granted under the 1998/2003 Incentive Stock Option Plan.
- (3) Stock Appreciation Right (SAR) granted under the 2008 Stock Appreciation Rights Plan.
- (4) Stock Appreciation Rights (SAR) granted under the Moog Inc. 2014 Long Term Incentive Plan.

Under the terms of the grant, SARs expire ten years after the date of grant, which was November 17, 2015. For the purposes of this Form (5) 4, the transaction date on which the SARs are acquired is the date on which the exercise price has fixed, which was the tenth calendar day after the date of grant.

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.