

MOOG INC
Form 4
November 16, 2011

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)
11/15/2011

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)
Corporate 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Class A Common | 11/15/2011 | | M | | 6,400 | A | \$ 12.53 |
| Class A Common | 11/15/2011 | | S | | 4,900 | D | \$ 40.0671 |

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

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SEC 1474 (9-02)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Buy <u>(1)</u> | \$ 12.53 | 11/15/2011 | | M | 6,400 | <u>(2)</u> 11/26/2012 | Class A Common | 6,400 |
| Option to Buy <u>(1)</u> | \$ 19.74 | | | | | <u>(3)</u> 11/30/2014 | Class A Common | 20,250 |
| Option to Buy <u>(1)</u> | \$ 28.01 | | | | | <u>(4)</u> 11/30/2014 | Class A Common | 20,250 |
| 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> | \$ 36.67 | | | | | 11/28/2009 11/28/2016 | 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>(5)</u> | \$ 35.12 | | | | | <u>(6)</u> 10/31/2018 | Class A Common | 20,500 |
| SAR <u>(5)</u> | \$ 26.66 | | | | | <u>(7)</u> 12/01/2019 | Class A Common | 20,500 |
| SAR <u>(5)</u> | \$ 36.86 | | | | | <u>(8)</u> 11/30/2020 | Class A Common | 20,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|----------------------------------|--|
| JOHNSON WARREN C P.O. BOX 189 | Director 10% Owner Officer Other Corporate Vice President |

13133 BEAR ROAD
WALES CENTER, NY 14169

Signatures

Timothy P.
Balkin

11/16/2011

**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 Plan.
- (2) Options exercisable as follows: 176 on 11/26/05, 7,978 on 11/26/06, 7,978 on 11/26/07 and 4,118 on 11/26/08.
- (3) Options exercisable as follows: 2,451 on 12/2/08, 5,066 on 12/2/09, 5,066 on 12/2/10, 5,066 on 12/2/11 and 2,603 on 12/2/12.
- (4) Options exercisable as follows: 1,736 on 11/20/12, 3,568 on 11/30/13 and 14,946 on 11/30/14.
- (5) Stock Appreciation Right (SAR) granted under the 2008 Stock Appreciation Rights Plan.
- (6) SAR exercisable as follows: 6,834 on 10/31/09, 6,833 on 10/31/10 and 6,833 on 10/31/11.
- (7) SAR exercisable as follows: 5,125 on 12/10/10, 5,125 on 12/1/11 and 5,125 on 12/1/12.
- (8) SAR exercisable as follows: 6,834 on 11/30/11, 6,833 on 11/30/12 and 6,833 on 11/30/13.

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.