

Walter Jennifer
 Form 4
 November 15, 2018

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

OMB APPROVAL

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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 *
 Walter Jennifer

(Last) (First) (Middle)

SENECA ST & 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)
 11/13/2018

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 - Finance

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Class A Common | 11/13/2018 | | A ⁽¹⁾ | | 56 | \$ 0 ⁽²⁾ | 56 D |
| Class A Common | 11/13/2018 | | F ⁽³⁾ | | 20 | \$ 79.15 | 36 D |
| Class B Common | 11/13/2018 | | A ⁽¹⁾ | | 113 | \$ 0 ⁽²⁾ | 312 ⁽⁴⁾ D |
| Class B Common | 11/13/2018 | | F ⁽³⁾ | | 39 | \$ 80.19 | 273 D |
| Class B Common ⁽⁵⁾ | | | | | | | 722 I 401 (k) |

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| SAR <u>(6)</u> | \$ 36.86 | | | | | <u>(7)</u> 11/30/2020 | Class A Common | 2,000 |
| SAR <u>(6)</u> | \$ 41.82 | | | | | <u>(7)</u> 11/30/2021 | Class A Common | 4,000 |
| SAR <u>(6)</u> | \$ 36.41 | | | | | <u>(7)</u> 11/27/2022 | Class A Common | 4,000 |
| SAR <u>(6)</u> | \$ 61.69 | | | | | <u>(7)</u> 11/11/2023 | Class A Common | 2,000 |
| SAR <u>(6)</u> | \$ 74.38 | | | | | <u>(7)</u> 11/11/2024 | Class A Common | 2,000 |
| SAR <u>(8)</u> | \$ 63.04 | | | | | <u>(7)</u> 11/17/2025 | Class A Common | 667 |
| SAR <u>(8)</u> | \$ 65.9 | | | | | <u>(7)</u> 11/17/2025 | Class B Common | 1,333 |
| SAR <u>(8)</u> | \$ 71.648 | | | | | <u>(7)</u> 11/15/2026 | Class B Common | 2,000 |
| SAR <u>(8)</u> | \$ 82.31 | | | | | <u>(7)</u> 11/14/2027 | Class B Common | 1,611 |
| SAR <u>(8)</u> | \$ 80.19 | 11/13/2018 | | A | 1,741 | <u>(7)</u> 11/13/2028 | Class B Common | 1,741 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Walter Jennifer
SENECA ST & JAMISON RD
EAST AURORA, NY 14052

Vice President - Finance

Signatures

Timothy P. Balkin, as Power of Attorney for Jennifer
Walter

11/15/2018

__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) 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.
- (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) Includes 199 shares of Class B Common acquired under the Moog Inc. Employee Stock Purchase Plan on December 31, 2017 and July 1, 2018.
- (5) Reflects shares held in Moog Inc. Retirement Savings Plan as of the most recent report to participants.
- (6) Stock Appreciation Rights (SAR) granted under the 2008 Incentive Stock Option Plan.
- (7) SARs become exercisable ratably over three years beginning on the first anniversary from the date of grant.
- (8) 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.