

Scannell John
Form 4
February 19, 2019

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 *
Scannell John

(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)
02/18/2019

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)
CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Class A Common | 02/18/2019 | | M | | 15,375 A \$ 26.66 | D | |
| Class A Common | 02/18/2019 | | F | | 8,196 (1) D \$ 95.88 | D | |
| Class A Common | | | | | | I | Spouse |
| Class B Common | | | | | | D | |
| Class B Common | | | | | | I | 401 (k) |
| (3) | | | | | | | |

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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>(4)</u> | \$ 26.66 | 02/18/2019 | | M | 15,375 | <u>(5)</u> 12/01/2019 | Class A Common | 15,375 |
| SAR <u>(4)</u> | \$ 36.86 | | | | | <u>(5)</u> 11/30/2020 | Class A Common | 20,500 |
| SAR <u>(4)</u> | \$ 41.82 | | | | | <u>(5)</u> 11/30/2021 | Class A Common | 27,000 |
| SAR <u>(4)</u> | \$ 36.41 | | | | | <u>(5)</u> 11/27/2022 | Class A Common | 31,791 |
| SAR <u>(4)</u> | \$ 61.69 | | | | | <u>(5)</u> 11/11/2023 | Class A Common | 15,000 |
| SAR <u>(4)</u> | \$ 74.38 | | | | | <u>(5)</u> 11/11/2024 | Class A Common | 15,000 |
| SAR <u>(6)</u> | \$ 63.04 | | | | | <u>(5)</u> 11/17/2025 | Class A Common | 5,000 |
| SAR <u>(6)</u> | \$ 65.9 | | | | | <u>(5)</u> 11/17/2025 | Class B Common | 10,000 |
| SAR <u>(6)</u> | \$ 71.648 | | | | | <u>(5)</u> 11/15/2026 | Class B Common | 20,000 |
| SAR <u>(6)</u> | \$ 82.31 | | | | | <u>(5)</u> 11/14/2027 | Class B Common | 18,543 |
| SAR <u>(6)</u> | \$ 80.19 | | | | | <u>(5)</u> 11/13/2028 | Class B Common | 27,949 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Scannell John SENECA ST & JAMISON RD EAST AURORA, NY 14052 | X | | CEO | |

Signatures

Timothy P. Balkin, as Power of Attorney for John R. Scannell 02/19/2019

__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).
 This represents the difference between the number of SARs exercised (15,375) and the number of shares issued as a result of the exercise (7,179). 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 (\$95.88) and the exercise price (\$26.66). Additional shares are then withheld to satisfy the Company's tax withholding obligations.
- (1) Includes 138 shares of Class B Common acquired under the Moog Inc. Employee Stock Purchase Plan on December 31, 2018.
- (3) Reflects shares held in Moog Inc. Retirement Savings Plan as of the most recent report to participants.
- (4) Stock Appreciation Rights (SAR) granted under the 2008 Stock Appreciation Rights Plan.
- (5) SARs become exercisable ratably over three years beginning on the first anniversary from the date of grant.
- (6) 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.