

MOOG INC
Form 4
November 04, 2008

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 *
AUBRECHT RICHARD A

(Last) (First) (Middle)
308 STONEHEDGE DR
(Street)

ORCHARD PARK, NY 14127

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOOG INC [MOGA/MOGB]

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2008

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

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 | | |
| Class A Common | 11/03/2008 | | M | | 20,250 A \$ 8.63 | 109,719 | D |
| Class A Common | 11/03/2008 | | F | | 4,976 D \$ 35.12 | 104,743 | D |
| Class A Common | 11/03/2008 | | S | | 5,000 D \$ 35.35 | 99,743 | D |
| Class A Common | | | | | | 9,970 | I 401(K) ⁽¹⁾ |
| Class A Common | | | | | | 51,677 | I Spouse ⁽²⁾ |

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| | | | |
|-------------------|--------|---|-------------------|
| Class B Common | 61,488 | D | |
| Class B Common | 32,081 | I | 401(K) <u>(1)</u> |

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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| SAR <u>(3)</u> | \$ 35.12 | 10/31/2008 | | A | 20,500 | <u>(4)</u> 10/31/2018 | Class A Common | 20,500 |
| Option to Buy <u>(5)</u> | \$ 7.07 | | | | | <u>(6)</u> 11/10/2009 | Class A Common | 20,250 |
| Option to Buy <u>(5)</u> | \$ 7.59 | | | | | <u>(7)</u> 11/29/2010 | Class A Common | 20,250 |
| Option to Buy <u>(5)</u> | \$ 8.82 | | | | | <u>(8)</u> 11/28/2011 | Class A Common | 20,250 |
| Option to Buy <u>(5)</u> | \$ 12.53 | | | | | <u>(9)</u> 11/26/2012 | Class A Common | 20,250 |
| Option to Buy <u>(5)</u> | \$ 19.74 | | | | | <u>(10)</u> 12/02/2013 | Class A Common | 20,250 |
| Option to Buy <u>(5)</u> | \$ 28.01 | | | | | 09/19/2014 11/30/2014 | Class A Common | 20,250 |
| | \$ 28.94 | | | | | 09/19/2014 11/29/2015 | | 20,250 |

| | | | | | | |
|-------------------------|----------|--|------------|------------|-------------------|--------|
| Option to Buy (5) | | | | | Class A Common | |
| Option to Buy (5) | \$ 36.67 | | 11/28/2009 | 11/28/2016 | Class A Common | 20,250 |
| Option to Buy (5) | \$ 42.45 | | 11/26/2010 | 11/26/2017 | Class A Common | 20,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| AUBRECHT RICHARD A 308 STONEHEDGE DR ORCHARD PARK, NY 14127 | | | Vice President | |

Signatures

Timothy P.
Balkin 11/04/2008

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) Reflects shares held in Moog Inc. Retirement Savings Plan as of the most recent annual report to participants, September 30, 2008.
- (2) Dr. Aubrecht disclaims any beneficial interest in shares owned by his spouse.
- (3) Stock Appreciation Rights (SAR) granted under the 2008 Stock Appreciation Rights Plan.
- (4) Stock Appreciation Rights exercisable as follows: 6,834 on 10/31/09, 6,833 on 10/31/10 and 6,833 on 10/31/11.
- (5) Option to buy granted under 1998 and/or 2003 Incentive Stock Option Plan.
- (6) Options exercisable as follows: 3,106 on 11/10/02, 14,137 on 11/10/03 and 3,007 on 11/10/04.
- (7) Options exercisable as follows: 10,369 on 11/29/04 and 9,881 on 11/29/05.
- (8) Options exercisable as follows: 2,832 on 11/28/05, 11,332 on 11/28/06 and 6,086 on 11/28/07.
- (9) Options exercisable as follows: 3,696 on 11/26/07, 7,978 on 11/26/08, 7,978 on 11/26/09 and 598 on 11/26/10.
- (10) Options exercisable as follows: 4,686 on 12/2/10, 5,065 on 12/2/11, 5,065 on 12/2/12 and 5,434 on 12/2/13.

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.