

Walter Jennifer  
 Form 4  
 December 07, 2018

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 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)  
 12/05/2018

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Class A Common                  |                                      |  |                                |   | 36  | D  |   |
| Class B Common                  | 12/05/2018                           |  | A <sup>(1)</sup>               | 274 A <sup>(1)</sup> \$ 0 <sup>(2)</sup>                          | 547   | D  |   |
| Class B Common <sup>(3)</sup>   |                                      |  |                                |   | 722   | I  | 401 (k)   |

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

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number.

**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. Price of Derivative Security (Instr. 5) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| SAR <u>(4)</u>                             | \$ 36.86   |                                      |  |                                |   | <u>(5)</u>   | 11/30/2020  | Class A Common                             | 2,000                      |
| SAR <u>(4)</u>                             | \$ 41.82   |                                      |  |                                |   | <u>(5)</u>   | 11/30/2021  | Class A Common                             | 4,000                      |
| SAR <u>(4)</u>                             | \$ 36.41   |                                      |  |                                |   | <u>(5)</u>   | 11/27/2022  | Class A Common                             | 4,000                      |
| SAR <u>(4)</u>                             | \$ 61.69   |                                      |  |                                |   | <u>(5)</u>   | 11/11/2023  | Class A Common                             | 2,000                      |
| SAR <u>(4)</u>                             | \$ 74.38   |                                      |  |                                |   | <u>(5)</u>   | 11/11/2024  | Class A Common                             | 2,000                      |
| SAR <u>(6)</u>                             | \$ 63.04   |                                      |  |                                |   | <u>(5)</u>   | 11/17/2025  | Class A Common                             | 667                        |
| SAR <u>(6)</u>                             | \$ 65.9  |                                      |  |                                |   | <u>(5)</u>   | 11/17/2025  | Class B Common                             | 1,333                      |
| SAR <u>(6)</u>                             | \$ 71.648  |                                      |  |                                |   | <u>(5)</u>   | 11/15/2026  | Class B Common                             | 2,000                      |
| SAR <u>(6)</u>                             | \$ 82.31   |                                      |  |                                |   | <u>(5)</u>   | 11/14/2027  | Class B Common                             | 1,611                      |
| SAR  | \$ 80.19   |                                      |  |                                |   | <u>(5)</u>   | 11/13/2028  | Class B Common                             | 1,741                      |

## Reporting Owners

**Reporting Owner Name / Address****Relationships**

Director    10% Owner    Officer    Other  
 Vice President - Finance

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

## Signatures

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

12/07/2018

\_\_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) Awarded under the 2014 Moog Inc. Long Term Incentive Plan.
- (2) Stock bonus.
- (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 Incentive Stock Option 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.  
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