

MOOG INC
Form 4
November 03, 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 *
BRADY ROBERT T

(Last) (First) (Middle)

286 GREENWOOD CT

(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)
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)
Chairman, CEO, 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 (D) Price | | | |
| Class A Common | 10/16/2008 | | G | 740 D \$ 0 | 92,768 | D | |
| Class B Common | | | | | 68,688 | D | |
| Class B Common | | | | | 6,804 | I | 401(K) ⁽¹⁾ |
| Class A Common ⁽²⁾ | | | | | 56,828 | I | By Spouse |
| Class B Common ⁽²⁾ | | | | | 25,747 | I | By Spouse |

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| SAR <u>(3)</u> | \$ 35.12 | 10/31/2008 | | A | 27,000 | <u>(4)</u> | 10/31/2018 | Class A Common | 27,000 |
| Option to Buy <u>(5)</u> | \$ 8.63 | | | | | <u>(6)</u> | 11/17/2008 | Class A Common | 23,625 |
| Option to Buy <u>(5)</u> | \$ 9.19 | | | | | <u>(7)</u> | 05/13/2009 | Class A Common | 3,375 |
| Option to Buy <u>(5)</u> | \$ 7.07 | | | | | <u>(8)</u> | 11/10/2009 | Class A Common | 27,000 |
| Option to Buy <u>(5)</u> | \$ 7.59 | | | | | <u>(9)</u> | 11/29/2010 | Class A Common | 27,000 |
| Option to Buy <u>(5)</u> | \$ 8.82 | | | | | <u>(10)</u> | 11/28/2011 | Class A Common | 27,000 |
| Option to Buy <u>(5)</u> | \$ 12.53 | | | | | 11/26/2010 | 11/26/2012 | Class A Common | 27,000 |
| Option to Buy <u>(5)</u> | \$ 19.74 | | | | | 12/30/2010 | 12/30/2013 | Class A Common | 27,000 |
| Option to Buy <u>(5)</u> | \$ 28.01 | | | | | 12/30/2010 | 11/30/2014 | Class A Common | 27,000 |

| | | | | | |
|-------------------------|----------|------------|------------|-------------------|--------|
| Option to Buy (5) | \$ 28.94 | 12/30/2010 | 11/29/2015 | Class A Common | 27,000 |
| Option to Buy (5) | \$ 36.67 | 11/28/2009 | 11/28/2016 | Class A Common | 27,000 |
| Option to Buy (5) | \$ 42.45 | 11/26/2010 | 11/26/2017 | Class A Common | 27,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRADY ROBERT T 286 GREENWOOD CT EAST AURORA, NY 14052 | | | Chairman, CEO, President | |

Signatures

Timothy P.
Balkin

11/03/2008

 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 participant, September 30, 2008.
- (2) Mr. Brady disclaims any interest in shares held by his spouse.
- (3) Stock Appreciation Rights (SAR) granted under the 2008 Stock Appreciation Rights Plan.
- (4) Stock Appreciation Rights exercisable as follows: 9,000 on 10/31/09, 9,000 on 10/31/10 and 9,000 on 10/31/11.
- (5) Option to buy granted under 1998 and/or 2003 Incentive Stock Option Plan.
- (6) Options exercisable as follows: 3,367 on 11/17/01, 11,583 on 11/17/02 and 8,675 on 11/17/03.
- (7) Options exercisable as follows: 2,733 on 5/13/03 and 642 on 5/13/04.
- (8) Options exercisable as follows: 13,303 on 11/10/04 and 13,697 on 11/10/05.
- (9) Options exercisable as follows: 410 on 11/29/05, 13,168 on 11/29/06, 13,168 on 11/29/07 and 254 on 11/29/08.
- (10) Options exercisable as follows: 11,119 on 11/28/08, 11,337 on 11/28/09 and 4,544 on 11/28/10.

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