

MOOG INC.  
Form 4  
May 23, 2014

**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 \*  
**BALKIN TIMOTHY P**

(Last) (First) (Middle)  
  
  
  
  
  
  
  
  
  
(Street)  
  
  
  
  
  
  
  
  
  
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**05/22/2014**

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)  
Treasurer

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Price                                                  |                                                                                               |                                                          |                                   |
| Class A Common                  | 05/22/2014                           |                                                    | M                              | 404                                                               | \$ 70.96                                                                                      | 404                                                      | D                                 |
| Class B Common                  |                                      |                                                    |                                |                                                                   |                                                                                               | 1,793                                                    | I 401 (k)                         |

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

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**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 <sup>(2)</sup>                         | \$ 26.66                                               | 05/22/2014                           |                                                    | M                              | 1,100                                                                                   | <sup>(3)</sup> 12/01/2019                                | Class A Common                                                | 1,100                         |
| SAR <sup>(2)</sup>                         | \$ 35.12                                               |                                      |                                                    |                                |                                                                                         | <sup>(4)</sup> 10/31/2018                                | Class A Common                                                | 4,000                         |
| SAR <sup>(2)</sup>                         | \$ 36.86                                               |                                      |                                                    |                                |                                                                                         | <sup>(5)</sup> 11/30/2020                                | Class A Common                                                | 4,000                         |
| SAR <sup>(2)</sup>                         | \$ 41.82                                               |                                      |                                                    |                                |                                                                                         | <sup>(6)</sup> 11/30/2021                                | Class A Common                                                | 4,000                         |
| SAR <sup>(2)</sup>                         | \$ 36.41                                               |                                      |                                                    |                                |                                                                                         | <sup>(7)</sup> 11/27/2022                                | Class A Common                                                | 4,000                         |
| SAR                                        | \$ 61.69                                               |                                      |                                                    |                                |                                                                                         | <sup>(8)</sup> 11/11/2023                                | Class A Common                                                | 2,000                         |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |           |
|--------------------------------|---------------|-----------|---------|-----------|
|                                | Director      | 10% Owner | Officer | Other     |
| BALKIN TIMOTHY P               |               |           |         | Treasurer |

## Signatures

Timothy P. Balkin  
 05/23/2014  
 \*\*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 statement to participants.

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- (2) Stock Appreciation Right (SAR) granted under the 2008 Appreciation Rights Plan.
- (3) SAR exercisable as follows: 1,000 on 12/1/10, 1,000 on 12/1/11 and 1,000 on 12/1/12.
- (4) SAR exercisable as follows: 1,334 on 10/31/09, 1,333 on 10/31/10 and 1,333 on 10/31/11.
- (5) SAR exercisable as follows: 1,334 on 11/30/11, 1,333 on 11/30/12 and 1,333 on 11/30/13.
- (6) SAR exercisable as follows: 1,334 on 11/30/12, 1,333 on 11/30/13 and 1,333 on 11/30/14.
- (7) SAR exercisable as follows: 1,334 on 11/27/13, 1,333 on 11/27/14 and 1,333 on 11/27/15.
- (8) SAR is exercisable as follows: 668 on 11/11/2014, 666 on 11/11/2015 and 666 on 11/11/2016

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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