

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 *
KAYSER KRAIG H

(Last) (First) (Middle)

3736 SOUTH MAIN STREET

(Street)

MARION, NY 14505

(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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common | | | | (A) or (D) | 2,024 | D | |
| Class A Common | | | | (A) or (D) | 31,937 | I | Seneca Foods Foundation <u>(1)</u> |
| Class A Common | | | | (A) or (D) | 151,500 | I | Seneca Foods Pension Trust <u>(2)</u> |
| Class B Common | | | | (A) or (D) | 79,500 | I | Seneca Foods |

Pension
Trust ⁽²⁾

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 ⁽³⁾ | \$ 35.12 | 10/31/2008 | | A | 1,500 | ⁽⁴⁾ 10/31/2018 | Class A Common | 1,500 |
| Option to Buy ⁽⁵⁾ | \$ 8.63 | | | | | 11/17/1999 11/17/2008 | Class A Common | 1,687 |
| Option to Buy ⁽⁵⁾ | \$ 7.07 | | | | | 11/10/2000 11/10/2009 | Class A Common | 1,687 |
| Option to Buy ⁽⁵⁾ | \$ 7.59 | | | | | 11/29/2001 11/29/2010 | Class A Common | 1,687 |
| Option to Buy ⁽⁵⁾ | \$ 8.82 | | | | | 11/28/2002 11/28/2011 | Class A Common | 1,687 |
| Option to Buy ⁽⁵⁾ | \$ 15.24 | | | | | 05/17/2003 05/17/2012 | Class A Common | 9,681 |
| Option to Buy ⁽⁵⁾ | \$ 12.53 | | | | | 11/26/2003 11/26/2012 | Class A Common | 1,687 |
| Option to Buy | \$ 19.74 | | | | | 12/02/2004 12/02/2013 | Class A Common | 1,687 |

| | | | | | |
|--------------------------------|----------|------------|------------|-------------------|-------|
| <u>(5)</u> Option to Buy | \$ 28.01 | 11/30/2005 | 11/30/2014 | Class A Common | 1,537 |
| <u>(5)</u> Option to Buy | \$ 28.94 | 11/29/2006 | 11/29/2015 | Class A Common | 1,538 |
| <u>(5)</u> Option to Buy | \$ 36.67 | 11/28/2007 | 11/28/2016 | Class A Common | 1,538 |
| <u>(5)</u> Option to Buy | \$ 42.45 | 11/26/2008 | 11/26/2017 | Class A Common | 1,538 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KAYSER KRAIG H 3736 SOUTH MAIN STREET MARION, NY 14505 | | X | | |

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) Owned by Seneca Foods Foundation of which Mr. Kayser is an officer, director and shareholder. My Kayser disclaims any beneficial interest in these shares.
 - (2) Owned by Seneca Foods Corporation Employee's Pension Trust, of which Mr. Kayser is a beneficiary and one of the trustees with joint voting power. Mr. Kayser's beneficial interest is limited to receiving certain retirement benefits upon retirement from employment.
 - (3) Stock Appreciation Rights (SAR) granted under the 2008 Stock Appreciation Rights Plan.
 - (4) Stock Appreciation Rights exercisable as follows: 500 on 10/31/09, 500 on 10/31/10 and 500 on 10/31/11.
 - (5) Option to buy granted under 1998 and/or 2003 Incentive Stock Option 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.