

MOOG INC.
Form 4
November 19, 2013

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3736 SOUTH MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MARION, NY 14505

(City) (State) (Zip)

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	11/18/2013		M	V Amount (A) or (D) Price \$ 19.74	18,453	D	
Class A Common <u>(1)</u>					9,037	I	Seneca Foods Foundation
Class A Common <u>(2)</u>					152,000	I	Seneca Foods Pension Trust
Class B Common <u>(2)</u>					80,000	I	Seneca Foods Pension

Trust

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 (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
Option to Buy <u>(3)</u>	\$ 19.74	11/18/2013		M	1,687	12/02/2004 12/02/2013	Class A Common	1,687
Option to Buy <u>(3)</u>	\$ 28.01					11/30/2005 11/30/2014	Class A Common	1,537
Option to Buy <u>(3)</u>	\$ 28.94					11/29/2006 11/29/2015	Class A Common	1,538
Option to Buy <u>(3)</u>	\$ 36.67					11/28/2007 11/28/2016	Class A Common	1,538
Option to Buy <u>(3)</u>	\$ 42.45					11/26/2008 11/26/2017	Class A Common	1,538
SAR <u>(4)</u>	\$ 35.12					10/31/2009 10/31/2018	Class A Common	1,500
SAR <u>(4)</u>	\$ 26.66					12/01/2010 12/01/2019	Class A Common	1,125
SAR <u>(4)</u>	\$ 36.86					11/30/2011 11/30/2020	Class A Common	1,500
SAR <u>(4)</u>	\$ 41.82					11/30/2012 11/30/2021	Class A Common	1,500

SAR ⁽⁴⁾	\$ 36.41	11/27/2013	11/27/2022	Class A Common	1,500
SAR	\$ 61.69	11/11/2014	11/11/2023	Class A Common	2,000

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, as Power of Attorney for Kraig H. Kayser 11/19/2013

__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. Mr. 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 from employment.
- (3) Option to buy granted under the 1998/2003 Incentive Stock Option Plan.
- (4) Stock Appreciation Right (SAR) granted under the 2008 Stock Appreciation Rights 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. margin-bottom:0pt; margin-top:0pt;text-align:center;'>59

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(2) Represents shares issuable under the Non-Employee Directors Stock Option Plan, the (Non-Employee Directors Plan), pursuant to which directors who are not employees of the Company or any of its subsidiaries were eligible to receive options. The exercise price of the option was the fair market value of the stock on the date of grant. Options become exercisable in equal one-third annual installments beginning one year from the date of grant, except that the vesting schedule for discretionary grants is determined by the Compensation Committee. As a result of the approval of the 2006 Plan by the shareholders at the 2006 annual meeting of shareholders, no further grants will be made pursuant to the Non-Employee Directors Plan.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

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The information called for by Item 13 is incorporated by reference from the Company's definitive proxy statement relating to its 2008 annual meeting of shareholders, including but not necessarily limited to the sections of the 2008 proxy statement entitled "Certain Relationships and Related Party Transactions" and "Independence of the Board of Directors."

ITEM 14. Principal Accountant Fees and Services

The information called for by Item 14 is incorporated by reference from the Company's definitive proxy statement relating to its 2008 annual meeting of shareholders, including but not necessarily limited to the sections of the 2008 proxy statement entitled "Independent Registered Public Accounting Fee Information."

PART IV

ITEM 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as a part of this report:

1) Financial Statements. The consolidated financial statements of the Registrant are set forth in Item 8 of Part II of this report.

Consolidated Statements of Operations for the years ended December 31, 2007, 2006 and 2005.

Consolidated Balance Sheets at December 31, 2007 and 2006.

Consolidated Statements of Cash Flows for the years ended December 31, 2007, 2006 and 2005.

Consolidated Statements of Shareholders' Equity and Comprehensive Income for the years ended December 31, 2007, 2006 and 2005.

Notes to Consolidated Financial Statements.

2) Financial Statement Schedules

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON

Explanation of Responses:

SUPPLEMENTARY INFORMATION

To the Shareholders, Audit Committee and Board of Directors

IntriCon Corporation and Subsidiaries

Minneapolis, Minnesota

Our audits were made for the purpose of forming an opinion on the basic 2007, 2006, and 2005 consolidated financial statements of IntriCon Corporation and Subsidiaries taken as a whole. The consolidated supplemental schedule II is presented for purposes of complying the Securities Exchange Commission's rules and is not a part of the basic consolidated financial statements. This schedule has been subjected to the auditing procedures applied in our audits of the 2007, 2006 and 2005 basic consolidated financial statements and, in our opinion, is fairly stated in all materials respects in relation to the basic consolidated financial statements taken as a whole.

VIRCHOW, KRAUSE & COMPANY, LLP

Minneapolis, Minnesota

March 10, 2008

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Schedule II Valuation and Qualifying Accounts

INTRICON CORPORATION AND SUBSIDIARY COMPANIES

Valuation and Qualifying Accounts

December 31, 2007, 2006 and 2005

Description	Balance at beginning of Year	Addition charged to costs and	Other (a) additions (deductions)	Less deductions	Balance at end of year
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Explanation of Responses:

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expense

Year ended December 31, 2007

Allowance for doubtful accounts	\$ 245,543	\$ 91,236	\$	\$ 77,906	(b) \$ 258,873
Allowance for note receivable	\$ 225,000	\$	\$	\$	\$ 225,000
Deferred tax asset valuation allowance	\$ 8,562,449	\$	\$	\$ 466,098	\$ 8,096,351

Year ended December 31, 2006

Allowance for doubtful accounts	\$ 370,195	\$ 19,036	\$	\$ 143,688	(b) \$ 245,543
Allowance for note receivable	\$ 296,077	\$	\$	\$ 71,077	\$ 225,000
Deferred tax asset valuation allowance	\$ 8,593,829	\$	\$	\$ 31,380	\$ 8,562,449

Year ended December 31, 2005

Allowance for doubtful accounts	\$ 176,594	\$ 202,697	\$ (208)	\$ 8,888	(b) \$ 370,195
Allowance for note receivable	\$	\$ 296,077	\$	\$	\$ 296,077
Deferred tax asset valuation allowance	\$ 8,317,505	\$ 276,324	\$	\$	\$ 8,593,829

- a) Represents the difference between translation rates of foreign currency at beginning and end of year and the average rate during the year.
- b) Uncollectible accounts written off.
- c) Continuing operations net operating loss utilized to offset tax impact of operating income from discontinued operations.

All other schedules are omitted because they are not applicable, or because the required information is included in the consolidated financial statements or notes thereto.

3) Exhibits

- 2.1 Asset and Share Purchase Agreement dated as of October 11, 2002 among the Company, Selas S.A.S., Andritz A.G. and Andritz Acquisition S.A.S. Schedules and attachments are listed under section 1.2 of the agreement and will be provided to the Commission upon request. (Incorporated by reference from the Company's current report on Form 8-K filed with the Commission on December 17, 2002.)
- 2.2 Stock purchase Agreement dated July 21, 2003 between the Company and Ventra Ohio Corp, and VTA USA, INC. Schedules and attachments are listed beginning on page 38 of the agreement and will be provided to the Commission upon request. (Incorporated by reference from the Company's current report on Form 8-K/A filed with the Commission on July 23, 2003.)
- 2.3 Agreement of Sales between the Company and BET Investments, Inc. dated December 31, 2002, as amended. (Incorporated by reference from the Company's current report on Form 8-K filed with the Commission on June 29, 2004.)

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- 2.4 Asset purchase agreement dated March 31, 2005 among the Company and Selas Heat Technology, LLP (Schedules and exhibits are omitted pursuant to Regulation S-K, Item 601(b)(2); IntriCon Corporation agrees to furnish a copy of such schedules and/or exhibits to the Securities and Exchange Commission upon request) (Incorporated by reference from the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2005.)
- 2.5 Asset Purchase Agreement by and among IntriCon Corporation, TI Acquisition Corporation, Tibbetts Industries, Inc. and certain shareholders of Tibbetts Industries, Inc. dated April 19, 2007. (Incorporated by reference from the Company's current report on Form 8-K filed with the Commission on April 23, 2007.)
- 3.1* The Company's Amended and Restated Articles of Incorporation, as amended.
- 3.2 The Company's Amended and Restated By-Laws. (Incorporated by reference from the Company's annual report on Form 8-K filed with the Commission October 12, 2007.)
- + 10.1 Amended and Restated 1994 Stock Option Plan. (Incorporated by reference from the Company's annual report on Form 10-K for the year ended December 31, 1997.)
- + 10.2 Form of Stock Option Agreements granted under the Amended and Restated 1994 Stock Option Plan. (Incorporated by reference from the Company's annual report on Form 10-K for the year ended December 31, 1995.)
- + 10.3 2001 Stock Option Plan. (Incorporated by reference from the Company's annual report on Form 10-K for the year ended December 31, 2000.)
- + 10.4 Supplemental Retirement Plan (amended and restated effective January 1, 1995). (Incorporated by reference from the Company's annual report on Form 10-K for the year ended December 31, 1995.)
- 10.5 Amended and Restated Office/Warehouse Lease, between Resistance Technology, Inc. and Arden Partners I. L.L.P. (of which Mark S. Gorder is one of the principal owners) dated November 1, 1996. (Incorporated by reference from the Company's annual report on Form 10-K for the year ended December 31, 1996.)
- + 10.6 Amended and Restated Non-Employee Directors' Stock Option Plan. (Incorporated by reference from the Company's annual report on Form 10-K for the year ended December 31, 2001.)
- + 10.7 Retirement Agreement, Consulting Agreement and General Release, dated August 30, 2000, between the Company and Stephen F. Ryan. (Incorporated by reference from the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2000.)
- 10.8 Separation Agreement dated November 30, 2001 between the Company and Robert W. Ross. (Incorporated by reference from the Company's annual report on Form 10-K for the year ended December 31, 2001.)
- 10.9 Settlement agreement dated September 12, 2003 between the Company and Andritz AG, Andritz Acquisition S.A.A. (Incorporated by reference from the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2003.)
- + 10.10

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Termination agreement following change of control or asset sale between the Company and Mark S. Gorder dated December 14, 2004. (Incorporated by reference from the Company's current report on Form 8-K filed with the Commission on December 20, 2004.)

- + 10.12* Summary sheet for director fees.
- + 10.13* Summary sheet for executive officer compensation.
- 10.14 Credit and Security Agreement dated August 31, 2005 by Resistance Technology, Inc. and RTI Electronics, Inc. and Diversified Business Credit, Inc. (Incorporated by reference from the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2005.)

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- 10.15 Security Agreement dated August 31, 2005 between IntriCon Corporation and Diversified Business Credit, Inc. (Incorporated by reference from the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2005.)
- 10.16 Guaranty by Corporation dated August 31, 2005 between IntriCon Corporation and Diversified Business Credit, Inc. (Incorporated by reference from the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2005.)
- 10.17 Term Loan Supplement (Real Estate) to Credit Agreement dated August 31, 2005, by Resistance Technology, Inc. and RTI Electronics, Inc. for the benefit of Diversified Business Credit, Inc. (Incorporated by reference from the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2005.)
- 10.18 Term Loan Supplement (Equipment) to Credit Agreement dated August 31, 2005, by Resistance Technology, Inc. and RTI Electronics, Inc. for the benefit of Diversified Business Credit, Inc. (Incorporated by reference from the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2005.)
- 10.19 Mortgage, Security Agreement, Fixture Financing Statement and Assignment of Leases and Rents by Resistance Technology, Inc. to Diversified Business Credit, Inc. (Incorporated by reference from the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2005.)
- 10.20 Form of Non-employee director Option Agreement for options issued pursuant to the Amended and Restated Non-Employee Directors Stock Option Plan. (Incorporated by reference from the Company's current report on Form 8-K filed with the Commission on October 3, 2005.)
- 10.21 Promissory note from Selas Heat Technology, LLP dated March 31, 2005. (Incorporated by reference from the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2005.)

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- 10.22 Employment agreement between the Company and William J. Kullback dated April 25, 2005. (Incorporated by reference from the Company's current report on Form 8-K filed with the Commission on April 26, 2005.)
- 10.23 Termination agreement following change of control or asset sale between the Company and William J. Kullback dated April 25, 2005. (Incorporated by reference from the Company's current report on Form 8-K filed with the Commission on April 26, 2005.)
- 10.24 Form of Stock Option Agreement issued to executive officers pursuant to the 2001 Stock Option Plan. (Incorporated by reference from the Company's current report on Form 8-K filed with the Commission on April 26, 2005.)
- + 10.25 2006 Equity Incentive Plan. (Incorporated by reference from the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2006.)
- + 10.26 Form of Stock Option Agreement issued to executive officers pursuant to the 2006 Equity Incentive Plan. (Incorporated by reference from the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2006.)
- + 10.27 Form of Stock Option Agreement issued to directors pursuant to the 2006 Equity Incentive Plan. (Incorporated by reference from the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2006.)
- + 10.28 Deferred Compensation Plan. (Incorporated by reference from the Company's current report on Form 8-K filed with the Commission on May 17, 2006.)
- 10.29 Purchase Agreement between Resistance Technology, Inc. and MDSC Partners, LLP dated May 5, 2006. (Incorporated by reference from the Company's current report on Form 8-K filed with the Commission on June 21, 2006.)
- 10.30 Land and Building Lease Agreement between Resistance Technology, Inc. and MDSC Partners, LLP dated June 15, 2006. (Incorporated by reference from the Company's current report on Form 8-K filed with the Commission on June 21, 2006.)

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- 10.31 First Amendment to Credit and Security Agreement between Resistance Technology, Inc., RTI Electronics, Inc. and M&I Business Credit f/k/a Diversified Business Credit, Inc. dated June 30, 2006. (Incorporated by reference from the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2006.)
- 10.32 Agreement by and between K/S HIMPP and IntriCon Corporation dated December 1, 2006 and the schedules thereto. (Incorporated by reference from the Company's annual report on Form 10-K for the year ended December 31, 2006.)
- + 10.33 Non-Employee Directors Stock Fee Election Program. (Incorporated by reference from the Company's annual report on Form 10-K for the year ended December 31, 2006.)

Explanation of Responses:

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- + 10.34 Employment Agreement with Mark S. Gorder. (Incorporated by reference from the Company's annual report on Form 8-K filed with the Commission October 12, 2007.)
- + 10.35 Form of Employment Agreement with executive officers. (Incorporated by reference from the Company's annual report on Form 8-K filed with the Commission October 12, 2007.)
- 10.36 Loan and Security Agreement dated as of May 22, 2007, by and among IntriCon, Resistance Technology, Inc., RTI Electronics, Inc. and IntriCon Tibbetts Corporation and LaSalle Bank National Association. (Incorporated by reference from the Company's current report on Form 8-K filed with the Commission on May 25, 2007.)
- 10.37 First Amendment to Loan and Security Agreement dated as of September 30, 2007, by and among IntriCon, Resistance Technology, Inc., RTI Electronics, Inc. and IntriCon Tibbetts Corporation and LaSalle Bank National Association. (Incorporated by reference from the Company's annual report on Form 8-K filed with the Commission October 12, 2007.)
- 10.38 Trademark Security Agreement dated as of May 22, 2007, by IntriCon in favor of LaSalle Bank National Association. (Incorporated by reference from the Company's current report on Form 8-K filed with the Commission on May 25, 2007.)
- 10.39 Trademark Security Agreement dated as of May 22, 2007, by Resistance Technology, Inc. in favor of LaSalle Bank National Association. (Incorporated by reference from the Company's current report on Form 8-K filed with the Commission on May 25, 2007.)
- 21* List of significant subsidiaries of the Company.
- 23.1* Consent of Independent Registered Public Accounting Firm (Virchow, Krause & Company, LLP).
- 31.1* Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2* Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1* Certification of principal executive officer pursuant to U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2* Certification of principal financial officer pursuant to U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Filed herewith.

+ Denotes management contract, compensatory plan or arrangement.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTRICON CORPORATION
(Registrant)

By: /s/ Scott Longval
Scott Longval
Chief Financial Officer,
Treasurer and Secretary

Dated: March 11, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Mark S. Gorder
Mark S. Gorder

President and Chief Executive

Officer and Director (principal executive officer)

March 11, 2008

/s/ Scott Longval
Scott Longval

Chief Financial Officer

Treasurer and Secretary

(principal accounting and financial officer)

March 11, 2008

Explanation of Responses:

/s/Nicholas A. Giordano
Nicholas A. Giordano

Director

March 11, 2008

/s/Robert N. Masucci
Robert N. Masucci

Director

March 11, 2008

/s/ Michael J. McKenna
Michael J. McKenna

Director

March 11, 2008

/s/ Philip N. Seamon
Philip N. Seamon

Director

March 11, 2008

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EXHIBIT INDEX

EXHIBITS:

3.1 The Company's Amended and Restated Articles of Incorporation, As Amended

10.12 Summary sheet for director fees.

10.13 Summary sheet for executive officer compensation.

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- 31.2 Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of principal executive officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002.
- 32.2 Certification of principal financial officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002.

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