

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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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 *
 GREEN JOE C

(Last) (First) (Middle)
 228 RIVERMIST DRIVE
 (Street)

BUFFALO, NY 14202

(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)
 EVP, CAO, Director

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) Price | 48,909 | D | |
| Class B Common | | | | (A) or (D) Price | 8,827 | I | 401(K) ⁽¹⁾ |

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

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SEC 1474
 (9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| SAR ⁽²⁾ | \$ 35.12 | 10/31/2008 | | A | 20,500 | ⁽³⁾ | 10/31/2018 | Class A Common | 20,500 |
| Option to Buy ⁽⁴⁾ | \$ 12.53 | | | | | ⁽⁵⁾ | 11/26/2012 | Class A Common | 18,310 |
| Option to Buy ⁽⁴⁾ | \$ 19.74 | | | | | ⁽⁶⁾ | 12/02/2013 | Class A Common | 20,250 |
| Option to Buy ⁽⁴⁾ | \$ 28.01 | | | | | 03/02/2011 | 11/30/2014 | Class A Common | 20,250 |
| Option to Buy ⁽⁴⁾ | \$ 28.94 | | | | | 03/02/2011 | 11/29/2015 | Class A Common | 20,250 |
| Option to Buy ⁽⁴⁾ | \$ 36.67 | | | | | 11/28/2009 | 11/28/2016 | Class A Common | 20,250 |
| Option to Buy ⁽⁴⁾ | \$ 42.45 | | | | | 11/26/2010 | 11/26/2017 | Class A Common | 20,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GREEN JOE C 228 RIVERMIST DRIVE BUFFALO, NY 14202 | | | EVP, CAO, Director | |

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) Reflects shares held in Moog Inc. Retirement Savings Plan as of the most recent annual report to participants, September 30, 2008.
- (2) Stock Appreciation Rights (SAR) granted under the 2008 Stock Appreciation Rights Plan.
- (3) Stock Appreciation Rights exercisable as follows: 6,834 on 10/31/09, 6,833 on 10/31/10 and 6,833 on 10/31/11.
- (4) Options granted under 1998 and/or 2003 Incentive Stock Option Plans.
- (5) Options exercisable as follows: 7,979 on 11/26/08, 7,979 on 11/26/09 and 2,352 on 11/26/10.
- (6) Options exercisable as follows: 3,572 on 12/2/10 and 16,678 on 3/2/11.

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.