

BERARDI MARTIN
Form 4
September 14, 2012

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 *
BERARDI MARTIN

(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)
09/12/2012

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)
Vice 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) | (A) or (D) | 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 | Price | | |
| Class A Common | 09/12/2012 | | M | | 1,303 | \$ 35.12 | 1,303 | D |
| Class A Common | 09/12/2012 | | M | | 2,069 | \$ 26.66 | 3,372 | D |
| Class A Common | 09/12/2012 | | M | | 240 | \$ 36.86 | 3,612 | D |
| Class A Common | 09/12/2012 | | F | | 3,612 | \$ 39.01 | 0 | D |
| Class A Common | 09/12/2012 | | M | | 11,245 | \$ 12.53 | 11,245 | D |

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| | | | | | | | |
|-------------------|------------|---|-------|---|-------------|--------|---|
| Class A Common | 09/12/2012 | F | 2,893 | D | \$ 39.01 | 8,352 | D |
| Class A Common | 09/12/2012 | M | 9,005 | A | \$ 12.53 | 17,357 | D |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| SAR <u>(1)</u> | \$ 35.12 | 09/12/2012 | | M | 20,500 | <u>(2)</u> | 10/31/2018 | Class A Common | 20,500 |
| SAR <u>(1)</u> | \$ 26.66 | 09/12/2012 | | M | 10,250 | <u>(3)</u> | 12/01/2019 | Class A Common | 10,250 |
| SAR <u>(1)</u> | \$ 36.86 | 09/12/2012 | | M | 6,834 | <u>(4)</u> | 11/30/2020 | Class A Common | 6,834 |
| SAR <u>(1)</u> | \$ 41.82 | | | | | <u>(5)</u> | 11/30/2021 | Class A Common | 20,500 |
| Option to buy <u>(6)</u> | \$ 12.53 | 09/12/2012 | | M | 20,250 | <u>(7)</u> | 11/26/2012 | Class A Common | 20,250 |
| Option to buy <u>(6)</u> | \$ 19.74 | | | | | <u>(8)</u> | 12/02/2013 | Class A Common | 20,250 |
| Option to buy <u>(6)</u> | \$ 28.01 | | | | | <u>(9)</u> | 11/30/2014 | Class A Common | 20,250 |
| Option to buy <u>(6)</u> | \$ 28.94 | | | | | 11/29/2015 | 11/29/2015 | Class A Common | 20,250 |
| Option to buy <u>(6)</u> | \$ 36.67 | | | | | 11/28/2009 | 11/28/2016 | Class A Common | 20,250 |
| Option to buy <u>(6)</u> | \$ 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 |
| BERARDI MARTIN | | | Vice President | |

Signatures

Timothy P.
Balkin

09/14/2012

__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) Stock Appreciation Rights (SAR) granted under the 2008 Incentive Stock Option Plan.
- (2) SAR exercisable as follows: 6,834 on 10/31/09, 6,833 on 10/31/10 and 6,833 on 10/31/11.
- (3) SAR exercisable as follows: 5,125 on 12/1/10, 5,125 on 12/1/11 and 5,125 on 12/1/12.
- (4) SAR exercisable as follows: 6,834 on 11/30/11, 6,833 on 11/30/12 and 6,833 on 11/30/13.
- (5) SAR exercisable as follows: 6,834 on 11/30/12, 6,833 on 11/30/13 and 6,833 on 11/30/14.
- (6) Option to buy granted under the 1998 and/or 2003 Incentive Stock Option Plan.
- (7) Option exercisable as follows: 4,390 on 11/26/05, 7,979 on 11/26/06 and 7,881 on 11/26/07.
- (8) Option exercisable as follows: 62 on 12/2/07, 5,066 on 12/2/08, 5,065 on 12/2/09, 5,065 on 12/2/10 and 4,992 on 12/2/11.
- (9) Option exercisable as follows: 51 on 11/30/11, 3,569 on 11/30/12, 3,568 on 11/30/13 and 13,062 on 11/30/14.

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.