

MOOG INC
Form 4
November 12, 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 *
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)
11/11/2008

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	11/11/2008		A	V Amount 1,687 (A) or (D) A Price \$ 8.63	3,711	D	
Class A Common					31,937	I	Seneca Foods Foundation ⁽¹⁾
Class A Common					151,500	I	Seneca Foods Pension Trust ⁽²⁾
Class B Common					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	
				Code	V	(A)	(D)	Title	Amount or Number of Shares	
Option to Buy ⁽³⁾	\$ 8.63	11/11/2008		M		1,687		Class A Common	1,687	
Option to Buy ⁽³⁾	\$ 7.07						11/10/1999	11/10/2008	Class A Common	1,687
Option to Buy ⁽³⁾	\$ 7.59						11/29/2001	11/29/2010	Class A Common	1,687
Option to Buy ⁽³⁾	\$ 8.82						11/28/2002	11/28/2011	Class A Common	1,687
Option to Buy ⁽³⁾	\$ 15.24						05/17/2003	05/17/2012	Class A Common	9,681
Option to Buy ⁽³⁾	\$ 12.53						11/26/2003	11/26/2012	Class A Common	1,687
Option to Buy ⁽³⁾	\$ 19.74						12/02/2004	12/02/2013	Class A Common	1,687
	\$ 28.01						11/30/2005	11/30/2014		1,537

Option to Buy (3)					Class A Common	
Option to Buy (3)	\$ 28.94	11/29/2006	11/29/2015		Class A Common	1,538
Option to Buy (3)	\$ 36.67	11/28/2007	11/28/2016		Class A Common	1,538
Option to Buy (3)	\$ 42.45	11/26/2008	11/26/2017		Class A Common	1,538
SAR (4)	\$ 35.12	(5)	10/31/2018		Class A Common	1,500

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
11/12/2008

**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. 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 upon retirement from employment.
- (3) Option to buy granted under the 1998 and/or 2003 Incentive Stock Option Plan.
- (4) Stock Appreciation Rights (SAR) granted under the 2008 Stock Appreciation Rights Plan.
- (5) Stock Appreciation Rights exercisable as follows: 500 on 10/31/09, 500 on 10/31/10 and 500 on 10/31/11.

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.