

MOOG INC
Form 4
May 25, 2005

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 *
JOHNSON WARREN C

(Last) (First) (Middle)
P.O. BOX 189, 13133 BEAR ROAD
(Street)

WALES CENTER, NY 14169

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock ⁽¹⁾ | 05/24/2005 | | S | 14,890 | D \$ 31.097 | 30,362 | D |

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)

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| 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 | |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 10.04 | 04/01/2005 | | J | 5,255 | 02/11/1999 02/11/2008 | Class A Common | 5,255 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 7.59 | 04/01/2005 | | J | 2,380 | 11/29/2001 11/29/2010 | Class A Common | 2,380 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 8.82 | 04/01/2005 | | J | 11,250 | 11/28/2002 11/28/2011 | Class A Common | 11,250 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 12.53 | 04/01/2005 | | J | 11,250 | 11/26/2003 11/26/2012 | Class A Common | 11,250 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 19.74 | 04/01/2005 | | J | 11,250 | 12/02/2004 12/02/2013 | Class A Common | 11,250 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 28.01 | 04/01/2005 | | J | 6,750 | 11/30/2005 11/30/2014 | Class A Common | 6,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON WARREN C P.O. BOX 189 13133 BEAR ROAD WALES CENTER, NY 14169 | | | Vice President | |

Signatures

Timothy P. Balkin 05/25/2005

__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) Adjusted pursuant to 3 for 2 Stock Split effected as a 50% share distribution made both on February 17, 2004 and on April 1, 2005.

(2) 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.

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