

GRAY JAMES L
Form 4
December 01, 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 *
GRAY JAMES L

(Last) (First) (Middle)
55 N. CALIBAGUE CAY ROAD
(Street)

HILTON HEAD, SC 29928

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2005

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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Stock ⁽¹⁾ | 04/01/2005 | | J | | 3,037 | A | \$ 0 9,112 |
| | | | | | | 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)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 7.08 | 04/01/2005 | | J | 562 | 11/10/2000 11/10/2009 | Class A Common | 562 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 7.59 | 04/01/2005 | | J | 562 | 11/29/2001 11/29/2010 | Class A Common | 562 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 8.82 | 04/01/2005 | | J | 562 | 11/28/2002 11/28/2011 | Class A Common | 562 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 15.24 | 04/01/2005 | | J | 1,866 | 05/17/2003 05/17/2012 | Class A Common | 1,866 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 12.53 | 04/01/2005 | | J | 562 | 11/26/2003 11/26/2012 | Class A Common | 562 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 19.74 | 04/01/2005 | | J | 562 | 12/02/2004 12/02/2013 | Class A Common | 562 |
| Option to Buy <u>(1)</u> <u>(2)</u> | \$ 28.01 | 04/01/2005 | | J | 512 | 11/30/2005 11/30/2014 | Class A Common | 512 |
| Option to Buy <u>(2)</u> | \$ 28.94 | 11/29/2005 | | A | 1,538 | 11/29/2006 11/29/2015 | Class A Common | 1,538 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRAY JAMES L 55 N. CALIBAGUE CAY ROAD HILTON HEAD, SC 29928 | | X | | |

Signatures

Timothy P.
Balkin

12/01/2005

__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 a 3 for 2 Stock Split effected as a 50% share distribution made 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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