

MOOG INC
Form DEF 14A
December 12, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

MOOG, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.

- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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MOOG INC., EAST AURORA, NEW YORK 14052

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of MOOG Inc. will be held in the Auditorium of the Albright-Knox Art Gallery, 1285 Elmwood Avenue, Buffalo, New York, on Wednesday, January 9, 2008, at 9:15 a.m., for the following purposes:

1. To elect THREE directors of the Company, one of whom will be a Class A director elected by the holders of Class A shares to serve a three-year term expiring in 2011, and two of whom will be Class B directors elected by the holders of Class B shares to serve a three-year term expiring in 2011, or until the election and qualification of their successors.
2. To consider and approve the Moog Inc. 2008 Stock Appreciation Rights Plan.
3. To consider and ratify the selection of Ernst & Young LLP, independent registered certified public accountants, as auditors of the Company for the 2008 fiscal year.
4. To consider and transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

The Board of Directors has fixed the close of business on November 28, 2007 as the record date for determining which shareholders shall be entitled to notice of and to vote at such meeting.

SHAREHOLDERS WHO WILL BE UNABLE TO BE PRESENT PERSONALLY MAY ATTEND THE MEETING BY PROXY. SHAREHOLDERS WHO WILL VOTE BY PROXY ARE REQUESTED TO DATE, SIGN AND RETURN THE ENCLOSED PROXY OR USE THE INTERNET OR TELEPHONE VOTING OPTIONS AS DESCRIBED ON THE PROXY CARD. THE PROXY MAY BE REVOKED AT ANY TIME BEFORE IT IS VOTED.

By Order of the Board of Directors

John B. Drenning, *Secretary*

Dated: East Aurora, New York
December 10, 2007

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**PROXY STATEMENT
FOR ANNUAL MEETING OF SHAREHOLDERS OF
TO BE HELD IN THE AUDITORIUM OF THE ALBRIGHT-KNOX ART GALLERY
1285 ELMWOOD AVENUE, BUFFALO, NEW YORK
ON JANUARY 9, 2008**

This Proxy Statement is furnished to shareholders of record on November 28, 2007 by the Board of Directors of MOOG Inc. (the Company), in connection with the solicitation of proxies for use at the Annual Meeting of Shareholders on Wednesday, January 9, 2008, at 9:15 a.m., and at any adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. This Proxy Statement and accompanying proxy will be mailed to shareholders on or about December 10, 2007.

If the enclosed form of proxy is properly executed and returned, the shares represented thereby will be voted in accordance with the instructions thereon. Unless otherwise specified, the proxy will be deemed to confer authority to vote the shares represented by the proxy FOR Proposal 1, the election of directors, FOR Proposal 2, the approval of the Moog Inc. 2008 Stock Appreciation Rights Plan and FOR Proposal 3, the ratification of Ernst & Young LLP as independent auditors for the fiscal year 2008.

Any proxy given pursuant to this solicitation may be revoked by the person giving it insofar as it has not been exercised. Any revocation may be made in person at the meeting, or by submitting a proxy bearing a date subsequent to that on the proxy to be revoked, or by written notification to the Secretary of the Company.

GENERAL

The Board of Directors has fixed the close of business on November 28, 2007 as the record date for determining the holders of common stock entitled to notice of and to vote at the meeting. On November 28, 2007, the Company had outstanding and entitled to vote, a total of 38,354,552 shares of Class A common stock (Class A shares) and 4,556,186 shares of Class B common stock (Class B shares). Holders of a majority of each of the Class A and Class B shares issued and outstanding and entitled to vote, present in person or represented by proxy, will constitute a quorum at the meeting.

Holders of Class A shares are entitled to elect at least 25% of the Board of Directors, rounded up to the nearest whole number, so long as the number of outstanding Class A shares is at least 10% of the number of outstanding shares of both classes of common stock. Currently, the holders of Class A shares are entitled, as a class, to elect three directors of the Company, and the holders of the Class B shares are entitled, as a class, to elect the remaining eight directors. Other than on matters relating to the election of directors or as required by law, where the holders of Class A shares and Class B shares vote as separate classes, the record holder of each outstanding Class A share is entitled to a one-tenth vote per share, and the record holder of each outstanding Class B share is entitled to one vote per share on all matters to be brought before the meeting.

The Class A director and the Class B directors will be elected by a plurality of the votes cast by the respective class. The 2008 Stock Appreciation Rights Plan, ratification of the auditors and the other matters submitted to the meeting may be adopted by a majority of the Class A and Class B votes cast, a quorum of 19,177,277 Class A shares and 2,278,094 Class B shares being present.

In accordance with New York law, abstentions and broker non-votes are not counted in determining the votes cast in connection with the 2008 Stock Appreciation Rights Plan or the ratification of the selection of Ernst & Young LLP as

auditors of the Company for the 2008 fiscal year. However, abstentions and broker non-votes will have the effect of a negative vote on the proposed 2008 Stock Appreciation Rights Plan, which requires the vote of a majority of the outstanding Class A and Class B shares present at the meeting voting as one class. Votes withheld in connection with the election of one or more nominees for director will not be counted and will have no effect.

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The only persons known by the Company to own beneficially more than five percent of the outstanding shares of either class of the voting common stock of the Company as of November 28, 2007 are set forth below.

Name and Address of Beneficial Owner	Class A Common Stock		Class B Common Stock (1)	
	Amount and Nature of Beneficial Ownership	Percent of Class	Amount and Nature of Beneficial Ownership	Percent of Class
Fidelity Management and Research 82 Devonshire Street Boston, MA 02109	4,230,000	11.0	0	0
Earnest Partners 75 Fourteenth Street, Suite 2300 Atlanta, GA 30309	2,786,567	7.3	0	0
T. Rowe Price Associates (2) 100 East Pratt Street Baltimore, Maryland 21202	2,767,930	7.2	0	0
Barclays Global Investors LTD 45 Fremont Street San Francisco, CA 94105	2,134,829	5.6	0	0
Moog Inc. Savings and Stock Ownership Plan (3) c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	1,055,636	2.8	1,813,003	39.8
All directors and officers as a group (4) (See Proposal 1 Election of Directors, particularly footnotes 10 and 17 to the table beginning on page 5)	984,470	2.6	247,073	5.4
Moog Family Agreement as to Voting (5) c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	151,434	0.4	271,365	6.0
Moog Inc. Employee Retirement Plan (6) c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	149,022	0.4	1,001,034	22.0
Moog Stock Employee Compensation Trust (7) c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	0	0	450,663	9.9

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- (1) Class B shares are convertible into Class A shares on a share-for-share basis.
- (2) Based on Schedule 13G filed with the SEC on February 14, 2007, these securities are owned by various individual and institutional investors who own 2,767,930 shares, representing 7.2% of the shares outstanding, for whom T. Rowe Price Associates, Inc. (Price Associates) serves as investment adviser for with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.

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- (3) These shares are allocated to individual participants under the Plan and are voted by HSBC Bank USA, Buffalo, New York, the Trustee as of the record date, as directed by the participants to whom such shares are allocated. Any allocated shares as to which voting instructions are not received are voted by the Trustee as directed by the Plan's Investment Committee. As of September 29, 2007, 10,788 of the allocated Class A shares and 52,400 of the allocated Class B shares were allocated to accounts of officers and are included in the share totals in the table on page 4 for all directors and officers as a group.
- (4) See the table and related footnotes appearing on pages 5, 6, and 7 containing information concerning the shareholdings of directors and officers of the Company.
- (5) See Moog Family Agreement as to Voting for an explanation as to how the shares shown in the table as beneficially owned are voted. In addition to the shares listed, 105,047 Class A and 89,614 Class B shares owned by Richard A. Aubrecht which are included with All directors and officers as a group are also subject to the Moog Family Agreement as to Voting.
- (6) Shares held are voted by the Trustee, Manufacturers and Traders Trust Company, Buffalo, New York, as directed by the Moog Inc. Retirement Plan Committee.
- (7) On December 3, 2003, the Board of Directors approved the establishment of the Moog Stock Employee Compensation Trust (Moog SECT). The purpose of the Moog SECT is to acquire Moog shares that become available for subsequent use in the Moog Inc. Savings and Stock Ownership Plan or other Moog Inc. employee benefit plans. The Trust will terminate on the earlier of (a) the date the Trust no longer holds any assets or (b) a date specified in a written notice given by the Board of Directors to the Trustee. During fiscal 2007, the Moog SECT purchased 14,108 Class B shares from, and sold 70,900 Class B shares to, the Moog Inc. Savings and Stock Ownership Plan.

The Trustee of the Moog SECT is G. Wayne Hawk, who resides at 380 Schultz Road, Elma, New York 14059. The Trustee's powers and rights include, among others, the right to retain or sell SECT assets, borrow from the Company upon direction from an Administrative Committee and enter into related loan agreements, vote or give consent with respect to securities held by the Moog SECT in the Trustee's sole discretion, employ accountants and advisors as may be reasonably necessary, to utilize a custodian to hold, but not manage or invest, assets held by the Moog SECT, and consult with legal counsel.

Moog Family Agreement as to Voting

The Moog Family Agreement as to Voting is an Agreement among certain relatives of the late Jane B. Moog and includes her son-in-law, Richard A. Aubrecht. The Agreement relates to 151,434 Class A shares and 271,365 Class B shares, owned of record or beneficially by members of the Moog family who are party to the Agreement, as well as 105,047 Class A shares and 89,614 Class B shares held by Richard A. Aubrecht, exclusive of currently exercisable options. Each party to the Agreement granted an irrevocable proxy covering that party's shares of stock to a committee which is required to take all action necessary to cause all shares subject to the Agreement to be voted as may be determined by the vote of any four of its members. The Agreement contains restrictions on the ability of any party to remove shares of stock from the provisions of the Agreement, to transfer shares or to convert Class B shares to Class A shares. The Agreement continues in force until December 31, 2015, and is automatically renewed thereafter from year to year unless any party to the Agreement gives notice of election to terminate the Agreement.

Section 16 Beneficial Ownership Reporting Compliance

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During fiscal year 2007, the executive officers and directors of the Company timely filed with the Securities and Exchange Commission the required reports regarding their beneficial ownership of Company securities.

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PROPOSAL 1 ELECTION OF DIRECTORS

One of the three classes of the Board of Directors of the Company is elected annually to serve a three-year term. Three directors are to be elected at the meeting, of which one is to be a Class A director elected by the holders of the outstanding Class A shares, and two of whom are to be Class B directors elected by the holders of the outstanding Class B shares. The Class A nominee and the Class B nominees will be elected to hold office until 2011, or until the election and qualification of their successors. The persons named in the enclosed proxy will vote Class A shares for the election of the Class A nominee named below, and Class B shares for the election of the Class B nominees named below, unless the proxy directs otherwise. In the event any of the nominees should be unable to serve as a director, the proxy will be voted in accordance with the best judgment of the person or persons acting under it. It is not expected that any of the nominees will be unable to serve.

Nominees, Directors and Named Executives

Certain information regarding nominees for Class A and Class B directors, as well as those directors whose terms of office continue beyond the date of the 2008 Annual Meeting of Shareholders, and Named Executives, including their beneficial ownership of equity securities as of November 28, 2007, is set forth on the next page. Unless otherwise indicated, each person held various positions with the Company for the past five years and has sole voting and investment power with respect to the securities beneficially owned. Beneficial ownership includes securities which could be acquired pursuant to currently exercisable options or options which become exercisable within 60 days of the date of this Proxy Statement.

All of the nominees have previously served as directors and have been elected as directors at prior annual meetings.

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The Board of Directors recommends a vote FOR the election as Directors the Nominees listed below.

	Age	First Elected Director	Shares of Common Stock		Percent of Class	
			Class A	Percent of Class		Class B
Nominees for Class B Director Term Expiring in 2011						
Joe C. Green (1)	66	1986	57,559	*	7,872	*
Raymond W. Boushie (2)	67	2004	6,300	*	0	*
Nominee for Class A Director Term Expiring in 2011						
Robert T. Brady (3)(4)	66	1984	180,437	*	74,756	1.6
<u>Class B Directors Continuing in Office</u>						
Term Expiring in 2009						
Richard A. Aubrecht (5)(6)	63	1980	209,993	*	89,614	2.0
John D. Hendrick (7)	69	1994	24,315	*	3,375	*
Brian J. Lipke (8)	56	2003	6,300	*	0	*
Term Expiring in 2010						
Kraig H. Kayser (9)(10)	47	1998	26,440	*	0	*
Robert H. Maskrey (11)	66	1998	86,246	*	53,534	1.2
Albert F. Myers (12)	61	1997	27,843	*	0	*
<u>Class A Directors Continuing in Office</u>						
Term Expiring in 2009						
James L. Gray (13)	72	1999	27,758	*	0	*
Term Expiring in 2010						
Robert R. Banta (14)	65	1991	10,799	*	1,161	*
<u>Named Executives</u>						
Stephen A. Huckvale (15)	58	n/a	70,052	*	0	*
Warren C. Johnson (16)	48	n/a	69,604	*	0	*
All directors and officers as a group (twenty-two persons) (17)			984,470	2.6	247,073	5.4

* Does not exceed one percent of the class.

- (1) Mr. Green began his career at the Company in 1966. In 1973, Mr. Green was named Vice President Human Resources, and elected Executive Vice President and Chief Administrative Officer in 1988. Before joining the Company, Mr. Green worked for General Motors Institute and served as a Captain in the U.S. Army. Mr. Green received his B.S. from Alfred University in 1962 and completed graduate study in Industrial Psychology at Heidelberg University in Germany. Mr. Green's beneficial ownership of Class A Common shares includes 40,475 shares related to options currently exercisable or which become exercisable within 60 days. Includes 4,900 Class A shares pledged as collateral to secure personal indebtedness.

(2)

Mr. Boushie retired in 2005 as President of Crane Co.'s Aerospace & Electronics segment, a position he held since 1999. Previously he was President of Crane's Hydro-Aire operation. Mr. Boushie has a B.A. from Colgate University, an Associate Metallurgy degree from Reynolds Metals Co., and has completed graduate work at the University of Michigan and the Wharton School of Finance at the University of Pennsylvania. Mr. Boushie's beneficial ownership of Class A Common shares includes 3,076 shares related to options currently exercisable or which become exercisable within 60 days.

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- (3) Mr. Brady has worked at the Company since 1966 in positions that have encompassed finance, production and operations management. In 1976, Mr. Brady was named Vice President and General Manager of the Aerospace Group. He was elected a director in 1984 and became President and CEO in 1988. In 1996, he was elected Chairman of the Board. Prior to joining Moog, Mr. Brady served as an officer in the U.S. Navy. Mr. Brady received his B.S. from the Massachusetts Institute of Technology in 1962 and received his M.B.A. from Harvard Business School in 1966. Mr. Brady's beneficial ownership of Class A Common shares includes 107,746 shares related to options currently exercisable or which become exercisable within 60 days. Includes 20,991 Class A and 16,542 Class B shares pledged as collateral to secure personal indebtedness.
- (4) Ann Brady, Mr. Brady's spouse, owns 56,828 Class A shares and 25,747 Class B shares which are not included in the number reported.
- (5) Dr. Aubrecht began his career with the Company in 1969, working in various engineering capacities. After three years with American Hospital Supply, Dr. Aubrecht rejoined the Company in 1979 as Administrative Vice President and Secretary. In 1988, he became Chairman of the Board, and in 1996 was elected Vice Chairman of the Board and Vice President of Strategy and Technology. Dr. Aubrecht studied at the Sibley School of Mechanical Engineering at Cornell University where he received his B.S., M.S. and Ph.D. degrees. Dr. Aubrecht's beneficial ownership of Class A Common shares includes 104,946 shares related to options currently exercisable or which become exercisable within 60 days.
- (6) Nancy Aubrecht, Dr. Aubrecht's spouse, is the beneficial owner of 56,377 Class A shares which are not included in the number reported.
- (7) Mr. Hendrick retired in 2001 as Chairman and President of Okuma America Inc. Mr. Hendrick became President of Okuma in 1989. He received a B.S.M.E. from the University of Pittsburgh and a M.S. from Carnegie Mellon University. Mr. Hendrick's beneficial ownership of Class A Common shares includes 6,300 shares related to options currently exercisable or which become exercisable within 60 days.
- (8) Mr. Lipke is the Chairman of the Board and Chief Executive Officer of Gibraltar Industries, Inc. headquartered in Buffalo, NY, with annual revenues of approximately \$1.3 billion. Mr. Lipke started his career with Gibraltar in 1972 and became President in 1987 and Chairman of the Board in 1999. Mr. Lipke attended the SUNY College of Technology at Alfred and the University of Akron. Mr. Lipke's beneficial ownership of Class A Common shares includes 6,300 shares related to options currently exercisable or which become exercisable within 60 days.
- (9) Mr. Kayser is President and Chief Executive Officer of Seneca Foods Corporation headquartered in Pittsford, NY, with annual revenues of over \$1.0 billion. Prior to his promotion in 1993, Mr. Kayser was Seneca Food's CFO. He received a B.A. from Hamilton College and an M.B.A. from Cornell University. Mr. Kayser's beneficial ownership of Class A Common shares includes 26,103 shares related to options currently exercisable or which become exercisable within 60 days.
- (10) Does not include 151,500 Class A shares and 79,500 Class B shares held in a Seneca Foods Corporation pension plan for which Mr. Kayser is one of three trustees as well as one of a number of beneficiaries. Also not included are 37,737 Class A shares owned by the Seneca Foods Foundation, of which Mr. Kayser is a director.
- (11) Mr. Maskrey joined the Company in 1964, retiring on October 1, 2005. He served in a variety of engineering capacities through 1981, when Mr. Maskrey joined the Aircraft Controls Division, of which he became General Manager and concurrently a Vice President of the Company in 1985. In 1999, he was elected an Executive

Vice President and Chief Operating Officer, the position he held at retirement. Mr. Maskrey received his B.S. and M.S. in Mechanical Engineering from the Massachusetts Institute of Technology. Mr. Maskrey's beneficial ownership of Class A Common shares includes 3,076 shares related to options currently exercisable or which become exercisable within 60 days.

- (12) Mr. Myers retired in 2006 as Corporate Vice President of Strategy and Technology for Northrop Grumman Corporation, headquartered in Los Angeles, CA, with annual revenues of over \$30 billion. Formerly Vice President and Treasurer, Mr. Myers joined Northrop in 1981. He received his B.S. and M.S. degrees in Mechanical Engineering from the University of Idaho and a M.S. degree from the

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Alfred P. Sloan School at the Massachusetts Institute of Technology. Mr. Myer's beneficial ownership of Class A Common shares includes 27,843 shares related to options currently exercisable or which become exercisable within 60 days.

- (13) Mr. Gray retired in 1998 as Chairman and CEO of PrimeStar Partners, LP, a communications company. Previously Mr. Gray was Vice Chairman of Time Warner Cable. He received his B.S. in Business Administration from Kent State University and his M.B.A. from the State University of New York at Buffalo. Mr. Gray's beneficial ownership of Class A Common shares does not include, any shares related to options currently exercisable or which become exercisable within 60 days.
- (14) Mr. Banta has been with the Company since 1983 when he was appointed Vice President Finance. He became Executive Vice President and Chief Financial Officer in 1988 and was named a Director in 1991. Prior to joining the Company, Mr. Banta was Executive Vice President of Corporate Banking for M&T Bank. Mr. Banta received his B.S. from Rutgers University and holds an M.B.A. from the Wharton School of Finance at the University of Pennsylvania. Mr. Banta's beneficial ownership of Class A Common shares includes 4,498 shares related to options currently exercisable or which become exercisable within 60 days of the record date. Mr. Banta's unexercisable options became fully exercisable on November 30, 2007, the date he retired from the Company.
- (15) Dr. Huckvale began his career with the Company in 1980. From 1980 to 1986, Dr. Huckvale served as Engineering Manager of Moog Controls Ltd. In 1986, Dr. Huckvale was named General Manager of the Pacific Group. In 1990, Dr. Huckvale was elected a Vice President of Moog, and in 1995, was named head of the Moog International Group. Prior to joining the Company, Dr. Huckvale worked for Plessy Hydraulics and the Atkins Research and Development Center. Dr. Huckvale received his Ph.D. in Mechanical Engineering from the University of Bath in England. Dr. Huckvale's beneficial ownership of Class A Common shares includes 35,706 shares related to options currently exercisable or which become exercisable within 60 days.
- (16) Mr. Johnson joined the Company in 1983, and was named Chief Engineer of the Aircraft Controls Division in 1991. Mr. Johnson became General Manager of the Aircraft Group in 1999 and a Vice President in 2000. Mr. Johnson holds B.S. and M.S. degrees in Mechanical Engineering from The Ohio State University, and in 2004 completed a Sloan Fellows M.B.A. at the Massachusetts Institute of Technology. Mr. Johnson's beneficial ownership of Class A Common shares includes 20,737 shares related to options currently exercisable or which become exercisable within 60 days.
- (17) Does not include shares held by spouses, or as custodian or trustee for minors, as to which beneficial interest has been disclaimed, or shares held under the Moog Family Agreement as to Voting described on page 3. Includes 505,806 Class A shares subject to currently exercisable options or options which become exercisable within 60 days. Officers and directors of the Company have entered into an agreement among themselves and with the Company's Savings and Stock Ownership Plan (the SSOP), the Employees Retirement Plan and the Company, which provides that prior to selling Class B shares obtained through exercise of a non-statutory option, the remaining officers and directors, the SSOP, the Employees Retirement Plan and the Company have an option to purchase the shares being sold.

CORPORATE GOVERNANCE

Corporate Governance Guidelines

Our Board of Directors and management are committed to effective corporate governance practices. Our Corporate Governance Guidelines describe the governance principles and procedures by which the Board functions. The Board

annually reviews the Corporate Governance Guidelines and the Board committee charters in response to corporate governance developments, including regulatory changes, and recommendations by directors in connection with Board and committee evaluations.

Our Corporate Governance Guidelines and our Board committee charters are available on our website at www.moog.com by selecting *Investors* and then *Corporate Governance*. Stockholders may request a free printed copy of our Corporate Governance Guidelines from our investor relations department by contacting them by telephone at (716) 687-4225 or by e-mail at InvestorRelations@Moog.com.

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We have a written code of business ethics and conduct which applies to all directors, officers and employees. Our Business Ethics Code of Conduct is available on our website at www.moog.com by selecting *Investors* and then *Corporate Governance*. Stockholders may request a free printed copy of our Statement of Business Ethics from our investor relations department by contacting them by telephone at (716) 687-4225 or by e-mail at InvestorRelations@Moog.com.

Communications with Directors

The Board of Directors has provided a process by which shareholders or other interested parties can communicate with the Board of Directors or with the non-management directors as a group. All such questions or inquiries should be directed to the Secretary of the Company, John B. Drenning, c/o Hodgson Russ, LLP, The Guaranty Building, 140 Pearl Street, Suite 100, Buffalo, New York 14203. Mr. Drenning will review and communicate pertinent inquiries to the Board, or if requested, the non-management directors as a group.

Director Independence

Under the independence standards set forth at 303A.02(b) of the New York Stock Exchange Listed Company Manual, the Board of Directors has affirmatively determined that the Messrs. Raymond W. Boushie, James L. Gray, John D. Hendrick, Kraig H. Kayser, Brian J. Lipke, and Albert F. Myers are independent. Under these standards, the Board has also determined that all Board standing committees, other than the Executive Committee, are composed entirely of independent directors

Executive Sessions

The Company's corporate governance guidelines provide that the non-management directors, which for the Company are all of the independent directors, meet without management at regularly scheduled executive sessions. Generally, these sessions take place prior to, or following, regularly scheduled Board meetings. Each executive session has a Presiding Director, who acts as chairperson for the executive session, with the role of Presiding Director rotating among the independent directors.

The Audit Committee meets with the Company's independent auditors in regularly scheduled executive sessions, with the Audit Committee chairperson presiding over such sessions.

Board of Directors and Committee Meetings

From September 30, 2006 to September 29, 2007, the Board of Directors held four meetings. The following are the standing committees of the Board of Directors and the number of meetings each committee held during the last fiscal year:

Committees	Number of Meetings	Members
Audit	6	Messrs. Kayser, Boushie, Gray, Hendrick, and Myers
Executive	0	Messrs. Aubrecht, Banta, Brady, Green, and Maskrey
Executive Compensation	2	Messrs. Hendrick, Boushie, Gray, Lipke and Myers
Stock Option	1	Messrs. Myers, Boushie, Gray, Hendrick and Lipke

Nominating and Governance

2

Messrs. Gray, Boushie, Hendrick, Kayser, Lipke and Myers

For various reasons Board members may not be able to attend a Board meeting. All Board members are provided information related to each of the agenda items before each meeting, and, therefore, can provide counsel outside the confines of regularly scheduled meetings. It is the Company's policy that, to the extent reasonably practicable, Board members are expected to attend shareholder meetings. All of the directors attended the 2007 annual shareholders meeting.

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The Audit Committee oversees the integrity of the financial reporting process, the independent auditor and the internal audit function of the Company. The Executive Committee, between meetings of the Board of Directors and to the extent permitted by law, exercises all of the powers and authority of the Board in the management of the business of the Company. The Executive Compensation Committee determines the CEO's compensation and makes recommendations on non-CEO executive compensation plans. The Stock Option Committee is responsible for the administration of the stock option plans of the Company and recommends to the Board of Directors proposed recipients of stock options. The Nominating and Governance Committee evaluates and recommends candidates for the Board of Directors and oversees governance matters.

Certain Relationships and Related Transactions