KNIGHT TRANSPORTATION INC
Form 4
May 16, 2016

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 *
KRAEMER RICHARD C

(Last) (First) (Middle)

C/O PATRICIA A PENWEEL, 111 WEST RIO SALADO PKY

(Street)

TEMPE, AZ 85281

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
KNIGHT TRANSPORTATION INC [KNX]

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/12/2016		A		3,000 (1)	A	$ 26.5	9,612	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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAEMER RICHARD C C/O PATRICIA A PENWEEL 111 WEST RIO SALADO PKY TEMPE, AZ 85281	X			

Signatures

/s/ Richard Kraemer	05/16/2016
**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) Each director of Knight Transportation, Inc. ("Knight") that is not employed by Knight will receive an annual grant of shares of Knight common stock, as a portion of his/her director compensation. The Knight stock will be granted once a year at or near the annual meeting of the Board of Directors/shareholders. The price per share shall be based upon the closing market price for such shares as of the date of the grant. The plan, pursuant to which the grant was made, was approved by the Shareholders.

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. ext-align:left;font-size:10pt;">

$
24.8

$
6.3

25

%

Operating margin

12.3

%

10.7

%

Backlog

$

663.1

$

631.1

$

32.0

5

%

Aircraft Controls' sales increased in the first quarter of 2013 compared to the same period in 2012 in both commercial and military markets. Within commercial aircraft, OEM sales to Boeing increased $13 million due to volume, most notably on the Boeing 787 as production levels increased, and aftermarket sales increased $1 million due to higher initial provisioning sales for Boeing 787. In military aircraft, aftermarket increased $8 million due to volume increases in multiple programs.

Our operating margin expanded in the first quarter of 2013 compared to the first quarter of 2012 mostly due to a more profitable sales mix. Partially offsetting the increase was a $1 million increase in research and development expenses as activity on the Airbus A350 platform was even higher than the activity on last year's Boeing 747-8 certification program. Additionally, increased pension costs associated with a lower discount rate in 2013 reduced margin expansion.

The higher level of twelve-month backlog for Aircraft Controls at December 29, 2012 reflects strong military orders and commercial production ramp up.

2013 Outlook for Aircraft Controls – We expect sales in Aircraft Controls to increase 7% to $1.03 billion in 2013. Commercial aircraft is expected to increase 13% to $437 million due to stronger sales to Boeing and Airbus. Military aircraft sales is expected to increase 3% to $590 million. Aftermarket sales volumes are expected to drive the increase while OEM sales are expected to be flat. We expect our operating margin to increase to 11.9% from 10.9%, reflecting incremental margin on higher sales and a decline in research and development expenses as a percentage of sales.

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Space and Defense Controls

(dollars in millions)	Three Months Ended December 29, 2012	December 31, 2011	$ Variance	% Variance
Net sales	$86.5	$88.4	$(1.9)	(2)%
Operating profit	$8.2	$12.7	$(4.5)	(35)%
Operating margin	9.5%	14.4%		
Backlog	$242.2	$206.6	$35.6	17%

Space and Defense Controls' sales were relatively flat in the first quarter of 2013 compared to 2012 due to sales from acquisitions offset by declines in various legacy programs. Within the space market, sales grew $5 million. Of this increase, $13 million came from acquisitions with In-Space Propulsion contributing $10 million and Bradford Engineering contributing $3 million. Partially offsetting the increase in the space market was a $5 million decline in NASA programs as efforts on the Orion multi purpose crew vehicle subsided. Also, sales in the security market declined $4 million due to the diminished activity on the Driver Vision Enhancer (DVE) program. Lastly, defense sales declined $3 million as work on armored vehicles slowed.

Our operating margin declined in the first quarter of 2013 compared to the first quarter of 2012 in part due to a less favorable sales mix as 2012 included strong DVE sales. Additionally, our recently acquired businesses' cost structures added incremental expenses to our core operating expenses.

The increased level of twelve-month backlog at December 29, 2012 compared to the backlog at December 31, 2011, is due to recent acquisitions and increased activities on the United Launch Alliance common thrust vector control system for the Delta IV and Atlas V next generation rockets.

2013 Outlook for Space and Defense Controls – We expect sales in Space and Defense Controls to increase 21% to $433 million in 2013. We expect this increase to be predominately attributable to our recent acquisitions of In-Space Propulsion and Broad Reach Engineering Company. Additionally, we expect growth in our missile defense programs. We expect our operating margin to decrease to 10.2% from 11.9%, largely as a result of unfavorable product mix and the impact of recent acquisitions.

Industrial Systems

(dollars in millions)	Three Months Ended December 29, 2012	December 31, 2011	$ Variance	% Variance
Net sales	$148.0	$158.1	$(10.1)	(6)%
Operating profit	$9.0	$15.8	$(6.8)	(43)%
Operating margin	6.1%	10.0%		
Backlog	$208.6	$273.3	$(64.7)	(24)%

Industrial Systems' net sales declined in the first quarter of 2013 as compared to the first quarter of 2012. Sales in our wind business declined $11 million due to continued weakness in China. Also, sales in our industrial automation market, specifically metal forming and presses and heavy industry, decreased $3 million reflecting the general economic conditions. Additionally, auto test sales declined $3 million as sales in the first quarter of 2012 were strong. Offsetting these declines were strengths in our simulation and non-renewable energy markets. Simulation sales were strong, providing an additional $4 million over the prior period. Additionally, sales in the gas and steam market increased $4 million due to strong demand in the Pacific region.

Our operating margin declined in the first quarter of 2013 when compared to the first quarter of 2012. The decrease was primarily due to the decline in sales.

The twelve-month backlog for Industrial Systems at December 29, 2012 decreased as compared to December 31, 2011 primarily associated with Pacific wind sales. Industrial automation backlog declined as well, but was offset by strong simulation orders.

2013 Outlook for Industrial Systems – We expect sales in Industrial Systems to decline 5% to $600 million in 2013, aligning with the first quarter of 2013's run rate. We expect sales in our energy and industrial automation markets to decrease compared to the prior year. However, we expect strong simulation sales. We expect that our operating margin will decrease to 8.4% from 10.0%, which includes $4 million of expected restructuring expenses, and reflects a loss of margin on lower sales.

Components

(dollars in millions)	Three Months Ended December 29, 2012	December 31, 2011	$ Variance	% Variance
Net sales	$99.3	$88.1	$11.2	13 %
Operating profit	$18.8	$15.0	$3.8	25 %
Operating margin	19.0 %	17.0 %		
Backlog	$163.8	$169.6	$(5.8)	(3)%

Components' net sales increased in the first quarter of 2013 compared to the first quarter of 2012. Sales increased in our non-aerospace and defense markets and were slightly lower in our aerospace and defense market. Sales in the energy market increased $14 million due to strong deliveries of large slip rings used on off-shore oil storage vessels and $5 million due to incremental sales from our Tritech acquisition. Offsetting this increase was a $2 million decline in our CCTV programs due to increased price competition. Additionally, space and defense programs decreased $2 million as demand for military and defense controls products slowed.

Our operating margin increased in the first quarter of 2013 compared to the first quarter of 2012 primarily due to increased marine sales in our energy market. Additionally, a partial unwinding of an earn out provision for the Protokraft acquisition contributed to margin expansion.

The twelve-month backlog at December 29, 2012 compared to December 31, 2011 decreased due to large marine orders in the first quarter of 2012 that have since converted to sales. Slowing demand for military and wind control products also contributed to the decrease in backlog.

2013 Outlook for Components – We expect sales to increase 10% to $413 million in 2013. We expect acquisitions to drive sales growth in marine and industrial automation markets. Also, we expect some sales growth in our defense business as foreign missile defense programs ramp up. Offsetting the growth is an expected continued decline in military aircraft sales. We expect operating margin will increase to 16.2% from 15.0%, reflecting strong first quarter results.

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Medical Devices

(dollars in millions)	Three Months Ended December 29, 2012	December 31, 2011	$ Variance	% Variance
Net sales	$34.8	$34.9	$(0.1)	— %
Operating profit	$1.6	$1.6	$—	— %
Operating margin	4.6 %	4.6 %		
Backlog	$21.2	$17.3	$3.9	23 %

Medical Devices' net sales were flat in the first quarter of 2013 compared to the first quarter of 2012. Sales of IV sets increased $1 million as we changed from using a third party distributor to selling products directly. Offsetting the increase was a decline in enteral pump sales volumes, both domestically and internationally.

Our operating margin in the first quarter of 2013 was relatively flat compared to the first quarter of 2012. Our gross margin improved, in part, due to manufacturing cost improvements, but was offset by increased operating expenses, including marketing and freight costs.

Twelve-month backlog for Medical Devices is not as substantial relative to sales as compared to our other segments, reflecting the shorter order-to-shipment cycle for this line of business.

2013 Outlook for Medical Devices – We expect sales to increase 4% to $146 million in 2013. Sales of pumps are expected to increase as our IV pumps gain traction in the marketplace. We expect our operating margin to increase to 6.0% from 3.9%, as a result of higher sales. This increase also reflects the negative impact of the medical devices excise tax effective in January 2013 under the Affordable Health Care Act.

FINANCIAL CONDITION AND LIQUIDITY

(dollars in millions)	Three Months Ended December 29, 2012	December 31, 2011	$ Variance	% Variance
Net cash provided (used) by:				
Operating activities	$28.2	$35.0	$(6.8)	(19)%
Investing activities	(23.3)	(45.5)	22.2	(49)%
Financing activities	(3.5)	10.2	(13.7)	(134)%

Our available borrowing capacity and our cash flow from operations provide us with the financial resources needed to run our operations, reinvest in our business and make strategic acquisitions.

At December 29, 2012, our cash balance was $152 million, substantially all of which is held outside of the U.S. Our U.S. operations fund on-going activities, debt requirements and future growth investments with cash generated from operations along with available borrowings. We reinvest the cash generated from foreign operations locally and such international balances are not available to pay down debt in the U.S. unless we decided to repatriate such amounts. If we determined repatriation of foreign funds was necessary, we would then be required to pay U.S. income taxes on those funds.

Operating activities

Cash provided by operating activities decreased in the first three months of 2013 compared to the first three months of 2012. We had lower net earnings adjusted for non-cash charges in the first quarter of 2013. We also had higher pension contributions as we slowed the funding in 2012.

Investing activities

Cash used by investing activities decreased in part due to no acquisitions in the first quarter of 2013. In the first quarter of 2012, we had one acquisition each in our Space and Defense Controls and our Components segments. Also, we had lower levels of capital expenditures than in 2012 related to our newly constructed facility in the U.K. in our Aircraft Controls segment.

We expect our 2013 capital expenditures to be approximately $105 million.

Financing activities

The change in net cash from financing activities in the first quarter of 2013 primarily reflects the absence of borrowings to fund acquisitions as well as payments on our U.S. credit facility.

Off Balance Sheet Arrangements

We do not have any material off balance sheet arrangements that have or are reasonably likely to have a material future effect on our results of operations or financial condition.

Contractual Obligations and Commercial Commitments

Our contractual obligations and commercial commitments have not changed materially from the disclosures in our 2012 Annual Report on Form 10-K, with the exception of an announced call of our 6¼% senior subordinated notes, which was subsequently completed on January 15, 2013.

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CAPITAL STRUCTURE AND RESOURCES

We maintain bank credit facilities to fund our short and long-term capital requirements, including for acquisitions. From time to time, we also sell equity and debt securities to fund acquisitions or take advantage of favorable market conditions.

Our largest credit facility is our U.S. credit facility, which matures on March 18, 2016. It consists of a $900 million revolver and had an outstanding balance of $303 million at December 29, 2012. Interest on the majority of the outstanding credit facility borrowings is based on LIBOR plus the applicable margin, which was 150 basis points at December 29, 2012. The credit facility is secured by substantially all of our U.S. assets.

The U.S. credit facility contains various covenants. The covenant for minimum interest coverage ratio, defined as the ratio of EBITDA to interest expense for the most recent four quarters, is 3.0. The covenant for the maximum leverage ratio, defined as the ratio of net debt, including letters of credit, to EBITDA for the most recent four quarters, is 3.5. The covenant for maximum capital expenditures is $155 million for 2013 and increases by $10 million each year thereafter. We are in compliance with all covenants. EBITDA is defined in the loan agreement as (i) the sum of net income, interest expense, income taxes, depreciation expense, amortization expense, other non-cash items reducing consolidated net income and non-cash equity-based compensation expenses minus (ii) other non-cash items increasing consolidated net income.

We are required to obtain the consent of lenders of the U.S. credit facility before raising significant additional debt financing. In recent years, we have demonstrated our ability to secure consents to access debt markets. We have also been successful in accessing equity markets, from time to time. We believe that we will be able to obtain additional debt or equity financing as needed.

At December 29, 2012, we had $597 million of unused borrowing capacity, including $583 million from the U.S. credit facility after considering standby letters of credit.

We have a trade receivables securitization facility (the "Securitization Program"), which terminates on March 4, 2013. Under the Securitization Program, we sell certain trade receivables and related rights to an affiliate, which in turn sells an undivided variable percentage ownership interest in the trade receivables to a financial institution, while maintaining a subordinated interest in a portion of the pool of trade receivables. The Securitization Program can be extended by agreement of the parties thereto for successive 364-day terms. The Securitization Program effectively increases our borrowing capacity by up to $100 million and lowers our cost to borrow funds as compared to the U.S. credit facility. We had an outstanding balance of $69 million at December 29, 2012. The Securitization Program reduced the amount outstanding under our U.S. credit facility and increased the amount of short-term borrowings. Interest on the secured borrowings under the Securitization Program is based on prevailing market rates for short-term commercial paper plus an applicable margin, which was 90 basis points at December 29, 2012.

Net debt to capitalization was 31% at December 29, 2012 and 32% at September 29, 2012. The decrease in net debt to capitalization is primarily due to our net earnings in the first three months of 2013.

We believe that our cash on hand, cash flows from operations and available borrowings under short and long-term arrangements will continue to be sufficient to meet our operating needs.

On January 15, 2013, we repurchased at par our 6¼% senior subordinated notes due on January 15, 2015, pursuant to an early redemption right. We redeemed the aggregate principal amount of $200 million using proceeds drawn from our U.S. revolving credit facility.

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Explanation of Responses:

ECONOMIC CONDITIONS AND MARKET TRENDS

We operate within the aerospace and defense and industrial markets. Our aerospace and defense markets are affected by market conditions and program funding levels, while our industrial markets are influenced by general capital investment trends and economic conditions. A common factor throughout our markets is the continuing demand for technologically advanced products.

Aerospace and Defense

Approximately 59% of our 2012 sales were generated in aerospace and defense markets. Within aerospace and defense, we serve three end markets: defense, commercial aircraft and space.

The defense market is dependent on military spending for development and production programs. Aircraft production programs are typically long-term in nature, offering predictability as to capacity needs and future revenues. We maintain positions on numerous high priority programs, including the F-35 Joint Strike Fighter, F/A-18E/F Super Hornet and V-22 Osprey. The large installed base of our products leads to attractive aftermarket sales and service opportunities. The tactical missile, missile defense and defense controls markets are dependent on many of the same market conditions as military aircraft, including overall military spending and program funding levels. Our homeland security product line is dependent on government funding at federal and local levels, as well as private sector demand.

Starting in calendar year 2013, additional cuts to the U.S. Department of Defense's mandatory and discretionary budgeted spending of approximately $500 billion over the next decade (which is generally referred to as sequestration) resulting from the 2011 Budget Control Act could have ramifications for the aerospace and defense market. Currently the Budget Control Act provides that sequestration cuts are uniform by category for programs, projects and activities within accounts. These reductions would impact our sales, operating profit and our cash flow. However, it is not clear that sequestration will happen or how it will be implemented. Currently, we have approximately $800 million in domestic defense sales forecasted for 2013.

Global demand for air travel generally follows economic growth and therefore the commercial aircraft market has historically exhibited cyclical swings. The aftermarket is driven by usage of the existing aircraft fleet and the age of the installed fleet, and is impacted by fleet re-sizing programs for passenger and cargo aircraft. Changes in aircraft utilization rates affect the need for maintenance and spare parts and impact aftermarket sales. Boeing and Airbus have historically adjusted production in line with air traffic volume. Demand for our commercial aircraft products is in large part dependent on new aircraft production, which is increasing as Boeing and Airbus work down large backlogs of unfilled orders.

The commercial space market is comprised of large satellite customers, traditionally communications companies. Trends for this market, as well as for commercial launch vehicles, follow demand for increased capacity, satellite replacement and global navigation. The space market is also partially dependent on the governmental authorized levels of funding for satellite communications.

Industrial

Approximately 41% of our 2012 sales were generated in industrial markets. Within industrial, we serve three end markets: industrial automation, energy and medical.

The industrial automation market we serve is influenced by several factors including capital investment, product innovation, economic growth, cost-reduction efforts and technology upgrades. We experience challenges based on the need to react to the demands of our customers who are in large part sensitive to international and domestic economies.

The energy market is in part affected by changing natural oil and gas prices, global urbanization and the resulting increase in demand for global energy. Drivers for global growth include investments in power generation infrastructure, including renewable energy, and exploration for new resource reservoirs.

The medical market we serve is influenced by economic conditions, regulatory environments, hospital and outpatient clinic spending on equipment, population demographics, medical advances, patient demands and the need for precision control components and systems. Advances in medical technology and medical treatments have had the effect of extending the average life span, in turn resulting in greater need for medical services. These same technology and treatment advances also drive increased demand from the general population as a means to improve quality of life. Access to medical insurance, whether through government funded health care plans or private insurance, also affects the demand for medical services.

Foreign Currencies

We are affected by the movement of foreign currencies compared to the U.S. dollar, particularly in our Industrial Systems segment. About one-third of our 2012 sales were denominated in foreign currencies. The translation of the results of our foreign subsidiaries into U.S. dollars did not have a significant impact on our sales in the first three months of 2013 compared to the same period one year ago.

Cautionary Statement

Information included or incorporated by reference in this report that does not consist of historical facts, including statements accompanied by or containing words such as “may,” “will,” “should,” “believes,” “expects,” “expected,” “intends,” “projects,” “approximate,” “estimates,” “predicts,” “potential,” “outlook,” “forecast,” “anticipates,” “presume” and “assume,” a forward-looking statements. Such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance and are subject to several factors, risks and uncertainties, the impact or occurrence of which could cause actual results to differ materially from the expected results described in the forward-looking statements. These important factors, risks and uncertainties include:

- the markets we serve are cyclical and sensitive to domestic and foreign economic conditions and events, which may cause our operating results to fluctuate
- we operate in highly competitive markets with competitors who may have greater resources than we possess
- we depend heavily on government contracts that may not be fully funded or may be terminated, and the failure to receive funding or the termination of one or more of these contracts could reduce our sales and increase our costs
- we make estimates in accounting for long-term contracts, and changes in these estimates may have significant impacts on our earnings
- we enter into fixed-price contracts, which could subject us to losses if we have cost overruns
- if our subcontractors or suppliers fail to perform their contractual obligations, our prime contract performance and our ability to obtain future business could be materially and adversely impacted
- contracting on government programs is subject to significant regulation, including rules related to bidding, billing and accounting kickbacks and false claims, and any non-compliance could subject us to fines and penalties or possible debarment
- the loss of Boeing as a customer or a significant reduction in sales to Boeing could adversely impact our operating results
- our new product research and development efforts may not be successful which could reduce our sales and earnings
- our inability to adequately enforce and protect our intellectual property or defend against assertions of infringement could prevent or restrict our ability to compete
- our business operations may be adversely affected by information systems interruptions or infringements
- our indebtedness and restrictive covenants under our credit facilities could limit our operational and financial flexibility
- significant changes in discount rates, rates of return on pension assets, mortality tables and other factors could affect our earnings, equity and pension funding requirements
- a write-off of all or part of our goodwill or other intangible assets could adversely affect our operating results and net worth
- our sales and earnings growth may be affected if we cannot identify, acquire or integrate strategic acquisitions
- our operations in foreign countries expose us to political and currency risks and adverse changes in local legal and regulatory environments
- unforeseen exposure to additional tax income liabilities may affect our operating results
- government regulations could limit our ability to sell our products outside the United States and otherwise adversely affect our business
- the failure or misuse of our products may damage our reputation, necessitate a product recall or result in claims against us that exceed our insurance coverage, thereby requiring us to pay significant damages
- future terror attacks, natural disasters or other catastrophic events beyond our control could negatively impact our business
- our operations are subject to environmental laws, and complying with those laws may cause us to incur significant costs
- we are involved in various legal proceedings, the outcome of which may be unfavorable to us

These factors are not exhaustive. New factors, risks and uncertainties may emerge from time to time that may affect the forward-looking statements made herein. Given these factors, risks and uncertainties, investors should not place undue reliance on forward-looking statements as predictive of future results. We disclaim any obligation to update the forward-looking statements made in this report.

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Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Refer to the Company's Annual Report on Form 10-K for the year ended September 29, 2012 for a complete discussion of our market risk. There have been no material changes in the current year regarding this market risk information.

Item 4. Controls and Procedures.

(a) Disclosure Controls and Procedures. We carried out an evaluation, under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures are effective as of the end of the period covered by this report, to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

(b) Changes in Internal Control over Financial Reporting. There have been no changes in our internal control over financial reporting during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(c) The following table summarizes our purchases of our common stock for the quarter ended December 29, 2012.

Period	(a) Total Number of Shares Purchased (1)(2)	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (3)	(d) Maximum Number (or Approximate Dollar Value) of Shares that May yet be Purchased Under the Plans or Programs (3)
September 30, 2012 - October 31, 2012	1,240	$37.07	—	1,000,000
November 1, 2012 - November 30, 2012	24,994	$36.03	—	1,000,000
December 1, 2012 - December 29, 2012	49,757	$37.08	—	1,000,000
Total	75,991	$36.73	—	1,000,000

(1) Reflects purchases by the SECT of shares of Class B common stock from the Moog Inc. Retirement Savings Plan (RSP) as follows: October, 1,240 shares at $37.07 per share, November, 7,011 shares at $35.99 per share and December, 1,235 at $40.10 per share. Purchases by the SECT in November and December also include 1,500 and 2,700 shares of Class B common stock from members of the Moog family at $37.36 and $36.93 per share, respectively.

(2) In connection with the exercise of stock options, we accept, from time to time, delivery of shares to pay the exercise price of stock options. During November, we accepted delivery of 16,483 shares at $35.92 per share and in December, we accepted delivery of 45,822 shares at $37.01 per share, in connection with the exercise of stock options.

(3) In December 2011, the Board of Directors authorized a share repurchase program. The program permits the purchase of up to 1,000,000 shares of Class A or Class B common stock in open market or privately negotiated transactions at the discretion of management.

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Item 6. Exhibits.

(a) Exhibits

31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Interactive Date files (submitted electronically herewith)

(101.INS)	XBRL Instance Document
(101.SCH)	XBRL Taxonomy Extension Schema Document
(101.CAL)	XBRL Taxonomy Extension Calculation Linkbase Document
(101.DEF)	XBRL Taxonomy Extension Definition Linkbase Document
(101.LAB)	XBRL Taxonomy Extension Label Linkbase Document
(101.PRE)	XBRL Taxonomy Extension Presentation Linkbase Document

In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section and shall not be part of any registration or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Moog Inc.

(Registrant)

Date:	February 1, 2013	By	/s/ John R. Scannell John R. Scannell Chief Executive Officer (Principal Executive Officer)
Date:	February 1, 2013	By	/s/ Donald R. Fishback Donald R. Fishback Vice President Chief Financial Officer (Principal Financial Officer)
Date:	February 1, 2013	By	/s/ Jennifer Walter Jennifer Walter Controller (Principal Accounting Officer)

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