

ASTRONICS CORP
Form 4
October 12, 2016

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 *
BURNEY DAVID C

(Last) (First) (Middle)

130 COMMERCE WAY

(Street)

EAST AURORA, NY 14052

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ASTRONICS CORP [ATRO]

3. Date of Earliest Transaction
(Month/Day/Year)
10/11/2016

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)
VP-FINANCE, CFO

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)
\$.01 PV COMMON STOCK					26,855	D	
\$.01 PV CLASS B STOCK	10/11/2016		J ⁽¹⁾	18,083 A	\$ 0 111,786	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)

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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 or Value of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
OPTION	\$ 13.22							12/19/2008	12/19/2017	\$.01 PV COM STK	2,210	
OPTION	\$ 13.22	10/11/2016		<u>J</u> ⁽¹⁾		868		12/19/2008	12/19/2017	\$.01 PV Cl B Stk	4,445	\$
OPTION	\$ 3.27							12/09/2009	12/09/2018	\$.01 PV COM STK	12,690	
OPTION	\$ 3.27	10/11/2016		<u>J</u> ⁽¹⁾		3,988		12/09/2009	12/09/2018	\$.01 PV CL B STK	17,881	\$
OPTION	\$ 3.27							12/03/2010	12/03/2019	\$.01 PV COM STK	12,710	
OPTION	\$ 3.27	10/11/2016		<u>J</u> ⁽¹⁾		3,993		12/03/2010	12/03/2019	\$.01 PV CL B STK	17,909	\$
OPTION	\$ 8.82							12/02/2011	12/02/2020	\$.01 PV COM STK	5,000	
OPTION	\$ 8.82	10/11/2016		<u>J</u> ⁽¹⁾		1,571		12/02/2011	12/02/2020	\$.01 PV CL B STK	7,045	\$
OPTION	\$ 15.63							12/01/2012	12/01/2021		3,600	

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											\$.01 PV COM STK		
OPTION	\$ 15.63	10/11/2016		<u>J⁽¹⁾</u>	1,028	12/01/2012	12/01/2021				\$.01 PV CL B STK	4,284	\$
OPTION	\$ 10.58					11/29/2013	11/29/2022				\$.01 PV COM STK	6,400	
OPTION	\$ 10.58	10/11/2016		<u>J⁽¹⁾</u>	1,590	11/29/2013	11/29/2022				\$.01 PV CL B STK	5,788	\$
OPTION	\$ 32.72					12/11/2014	12/11/2023				\$.01 PV COM STK	2,600	
Option	\$ 32.72	10/11/2016		<u>J⁽¹⁾</u>	538	12/11/2014	12/11/2023				\$.01 PV CL B STK	1,526	\$
OPTION	\$ 35.46					12/11/2015	12/11/2024				\$.01 PV COM STK	3,150	
Option	\$ 35.46	10/11/2016		<u>J⁽¹⁾</u>	543	12/11/2015	12/11/2024				\$.01 PV CL B STK	1,016	\$
Option	\$ 31.88					12/03/2016	12/03/2025				\$.01 PV COM STK	4,100	
Option	\$ 31.88	10/11/2016		<u>J⁽¹⁾</u>	615	12/03/2016	12/03/2025				\$.01 PV CL B STK	615	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

BURNEY DAVID C
130 COMMERCE WAY
EAST AURORA, NY 14052

VP-FINANCE,
CFO

Signatures

/S/DAVID C.
BURNEY

10/12/2016

 **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) Shares issued pursuant to a three-for-twenty distribution of Class B stock to holders of both Common and Class B stock on the record date of October 11, 2016.

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.