

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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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 *
PEABODY MARK

(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 Astronics Advanced Electron

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
\$.01 PV Common Stock					23,318	D	
\$.01 PV Class B Stock	10/11/2016		J ⁽¹⁾	15,002	A	\$ 0	91,699

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 of Derivative Security (Instr. 3)
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Option	\$ 5.76							PV Com Stk	6,050
Option	\$ 5.76	10/11/2016		<u>J</u> ⁽¹⁾		2,376		PV Cl B Stk	12,168
Option	\$ 13.22							PV Com Stk	2,640
Option	\$ 13.22	10/11/2016		<u>J</u> ⁽¹⁾		1,037		PV Cl B Stk	5,310
Option	\$ 3.27							PV Com Stk	16,880
Option	\$ 3.27	10/11/2016		<u>J</u> ⁽¹⁾		5,304		PV Cl B Stk	23,785
Option	\$ 3.27							PV Com Stk	16,840
Option	\$ 3.27	10/11/2016		<u>J</u> ⁽¹⁾		5,292		PV Cl B Stk	23,729

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Option	\$ 8.82					12/02/2011	12/02/2020	\$.01 PV Com Stk	6,500	
Option	\$ 8.82	10/11/2016	<u>J⁽¹⁾</u>	2,043		12/02/2011	12/02/2020	\$.01 PV Cl B Stk	9,159	\$ 0
Option	\$ 15.63					12/01/2012	12/01/2021	\$.01 PV Com Stk	4,300	
Option	\$ 15.63	10/11/2016	<u>J⁽¹⁾</u>	1,228		12/01/2012	12/01/2021	\$.01 PV Cl B Stk	5,117	\$ 0
Option	\$ 10.58					11/29/2013	11/29/2022	\$.01 PV Com Stk	7,400	
Option	\$ 10.58	10/11/2016	<u>J⁽¹⁾</u>	1,838		11/29/2013	11/29/2022	\$.01 PV Cl B Stk	6,692	\$ 0
Option	\$ 32.72					12/11/2014	12/11/2023	\$.01 PV Com Stk	2,990	
Option	\$ 32.72	10/11/2016	<u>J⁽¹⁾</u>	619		12/11/2014	12/11/2023	\$.01 PV Cl B Stk	1,755	\$ 0
Option	\$ 35.46					12/11/2015	12/11/2024	\$.01 PV Com Stk	3,470	
Option	\$ 35.46	10/11/2016	<u>J⁽¹⁾</u>	598		12/11/2015	12/11/2024	\$.01 PV Cl B Stk	1,119	\$ 0
Option	\$ 31.88					12/03/2016	12/03/2025	\$.01 PV Com Stk	4,500	
Option	\$ 31.88	10/11/2016	<u>J⁽¹⁾</u>	675		12/03/2016	12/03/2025		675	\$ 0

\$.01
PV
Cl B
Stk

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEABODY MARK 130 COMMERCE WAY EAST AURORA, NY 14052			VP Astronics Advanced Electron	

Signatures

/s/David C. Burney, as Power of Attorney for Mark Peabody	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.