#### **ASTRONICS CORP**

Form 4

August 28, 2015

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Number: January 31, Expires: 2005

Section 16. Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per 0.5 response...

See Instruction

1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| 1. Name and Address of Reporting Person * KRAMER JAMES S |          |          | 2. Issuer Name and Ticker or Trading<br>Symbol<br>ASTRONICS CORP [ATRO] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  |  |  |
|--|----------|----------|---|---|--|--|
| (Last)   | (First)  | (Middle) | 3. Date of Earliest Transaction   |   |  |  |
| 130 COMMERCE WAY   |          |          | (Month/Day/Year)<br>08/27/2015  | Director 10% Owner Some of the property of the policy |  |  |
|  | (Street) |          | 4. If Amendment, Date Original  | 6. Individual or Joint/Group Filing(Check   |  |  |
| EAST AURORA, NY 14052                                    |          |          | Filed(Month/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person  |  |  |

| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |
|--------|---------|-------|--|
|--------|---------|-------|--|

| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date any (Month/Day/Year) | Code (Instr. 3, 4 and 5) |           | ip 7. Nature of<br>ct Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------|---|--------------------------|-----------|---|
| \$.01 PV<br>Common<br>Stock          | 08/27/2015  | S 6,000 D \$ 51.71       | 51,846 D  |   |
| \$.01 PV<br>Class B<br>Stock         |   |                          | 209,318 D |   |
| \$.01 PV<br>Common<br>Stock          |   |                          | 220 I     | By Spouse   |
| \$.01 PV<br>Class B                  |   |                          | 465 I     | By Spouse   |

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#### Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

8. Price of Derivative Security (Instr. 5)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. onNumber 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<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |                                     |
|---|---|---|---|--|---|--|--------------------|---|-------------------------------------|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Option  | \$ 7.62   |   |   |  |   | 12/12/2007   | 12/12/2016         | \$.01<br>PV<br>Com<br>Stk   | 4,030                               |
| Option  | \$ 7.62   |   |   |  |   | 12/12/2007   | 12/12/2016         | \$.01<br>PV<br>Cl B<br>Stk  | 5,146                               |
| Option  | \$ 17.48  |   |   |  |   | 12/19/2008   | 12/19/2017         | \$.01<br>PV<br>Com<br>Stk   | 2,010                               |
| Option  | \$ 17.48  |   |   |  |   | 12/19/2008   | 12/19/2017         | \$.01<br>PV<br>Cl B<br>Stk  | 2,567                               |
| Option  | \$ 4.33   |   |   |  |   | 12/09/2009   | 12/09/2018         | \$.01<br>PV<br>Com<br>Stk   | 11,800                              |
| Option  | \$ 4.33   |   |   |  |   | 12/09/2009   | 12/09/2018         | \$.01<br>PV<br>Cl B   | 9,695                               |

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|        |          |            |            | Stk                        |        |
|--------|----------|------------|------------|----------------------------|--------|
| Option | \$ 4.32  | 12/03/2010 | 12/03/2019 | \$.01<br>PV<br>Com<br>Stk  | 11,750 |
| Option | \$ 4.32  | 12/03/2010 | 12/03/2019 | \$.01<br>PV<br>Cl B<br>Stk | 9,654  |
| Option | \$ 11.67 | 12/02/2011 | 12/02/2020 | \$.01<br>PV<br>Com<br>Stk  | 4,350  |
| Option | \$ 11.67 | 12/02/2011 | 12/02/2020 | \$.01<br>PV<br>Cl B<br>Stk | 3,574  |
| Option | \$ 20.68 | 12/01/2012 | 12/01/2021 | \$.01<br>PV<br>Com<br>Stk  | 3,200  |
| Option | \$ 20.68 | 12/01/2012 | 12/01/2021 | \$.01<br>PV<br>Cl B<br>Stk | 2,099  |
| Option | \$ 13.99 | 11/29/2013 | 11/29/2022 | \$.01<br>PV<br>Com<br>Stk  | 5,700  |
| Option | \$ 13.99 | 11/29/2013 | 11/29/2022 | \$.01<br>PV<br>Cl B<br>Stk | 2,508  |
| Option | \$ 43.28 | 12/11/2014 | 12/11/2023 | \$.01<br>PV<br>Com<br>Stk  | 2,330  |
| Option | \$ 43.28 | 12/11/2014 | 12/11/2023 | \$.01<br>PV<br>Cl B<br>Stk | 466    |
| Option | \$ 46.89 | 12/11/2015 | 12/11/2024 | \$.01<br>PV<br>Com<br>Stk  | 2,720  |

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# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KRAMER JAMES S 130 COMMERCE WAY EAST AURORA, NY 14052

VP Luminescent Systems, Inc.

## **Signatures**

/s/David Burney, as Power of Attorney for James S.
Kramer 08/28/2015

\*\*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) Mr. Kramer disclaims any beneficial interest in the shares owned by his wife.

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.

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