

ASTRONICS CORP

Form 4

October 12, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(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
X Officer (give title below) ____ Other (specify below)

VP Astronics Advanced Electron

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	(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
						D	

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

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information contained in this form are not
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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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 5.76							12/12/2007	12/12/2016	\$0.01 PV Common Stock	6,050	
Option	\$ 5.76	10/11/2016		<u>J</u> (1)		2,376		12/12/2007	12/12/2016	\$0.01 PV Common Stock	12,168	\$ 0.00
Option	\$ 13.22							12/19/2008	12/19/2017	\$0.01 PV Common Stock	2,640	
Option	\$ 13.22	10/11/2016		<u>J</u> (1)		1,037		12/19/2008	12/19/2017	\$0.01 PV Common Stock	5,310	\$ 0.00
Option	\$ 3.27							12/09/2009	12/09/2018	\$0.01 PV Common Stock	16,880	
Option	\$ 3.27	10/11/2016		<u>J</u> (1)		5,304		12/09/2009	12/09/2018	\$0.01 PV Common Stock	23,785	\$ 0.00
Option	\$ 3.27							12/03/2010	12/03/2019	\$0.01 PV Common Stock	16,840	
Option	\$ 3.27	10/11/2016		<u>J</u> (1)		5,292		12/03/2010	12/03/2019	\$0.01 PV Common Stock	23,729	\$ 0.00

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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.
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