Edgar Filing: KRAMER JAMES S - Form 4

KRAMER . Form 4					
August 23,	14 UNITED		RITIES AND EXCHA ashington, D.C. 20549	NGE COMMISSIO	Number: 3235-0287
Check ti if no lor subject Section Form 4 Form 5 obligation may con <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue. ruction	rsuant to Section (a) of the Public U	NGES IN BENEFICIA SECURITIES 16(a) of the Securities E Jtility Holding Company nvestment Company Ac	Estimated average burden hours per response 0.5	
	Address of Reporting	Symbol	er Name and Ticker or Tradin	ng 5. Relationship Issuer	of Reporting Person(s) to
(Last) 130 COMM	(First) (Middle) 3. Date	of Earliest Transaction /Day/Year)	Director X Officer (gi below)	eck all applicable) ve title 0% Owner Other (specify below) utive Vice President
EAST AUI	(Street) RORA, NY 14052	Filed(M	nendment, Date Original onth/Day/Year)	Applicable Line) _X_ Form filed by	Joint/Group Filing(Check y One Reporting Person More than One Reporting
(City)	(State)	(Zip) Ta	ble I - Non-Derivative Secur	ities 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. 4. Securities Act Transaction(A) or Disposed Code (Instr. 3, 4 and 5 (Instr. 8) (A) or Code V Amount (D)	of (D) Securities	6.7. Nature ofOwnershipIndirectForm:BeneficialDirect (D)Ownershipor Indirect(Instr. 4)(I)(Instr. 4)
\$.01 PV Common Stock	08/22/2018		$S_{(1)}^{(1)}$ 11,800 D	\$ 46.02 42,003	D
\$.01 PV Class B Stock				320,029	D
\$.01 PV Common Stock				220	I By Spouse
\$.01 PV Class B				686	I By Spouse

Stock

\$.01 PV Common Stock						787	Ι	KRA CUS LEA JAN	ORE AMER ST FOR AH	
\$.01 PV Class B Stock						118	I	KRA CUS LEA JAN	ORE AMER ST FOR AH	
Reminder: Re	eport on a separ	ate line for each class	of securities benefic			indirectly.	ollection of	SEC 1	474	
				informat required	tion conta I to respon a current	ined in this fo nd unless the ly valid OMB	orm are not form		-02)	
			ive Securities Acqui ts, calls, warrants, c				ned			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	(<i>e.g.</i> , pu 3. Transaction Date	ts, calls, warrants, o	4. Transactio Code	nvertible se	curities) 6. Date Exercis Expiration Dat (Month/Day/Y	sable and	7. Title Amoun Underly Securiti (Instr. 3	t of ving es	8. Price o Derivativ Security (Instr. 5)
Derivative Security	Conversion or Exercise Price of Derivative	(<i>e.g.</i> , pu 3. Transaction Date	ts, calls, warrants, of 3A. Deemed Execution Date, if any	4. Transactio Code (Instr. 8)	5. 5. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	curities) 6. Date Exercis Expiration Dat (Month/Day/Y	sable and	Amoun Underly Securiti	t of ving es	Derivativ Security
Derivative Security	Conversion or Exercise Price of Derivative	(<i>e.g.</i> , pu 3. Transaction Date	ts, calls, warrants, of 3A. Deemed Execution Date, if any	4. Transactio Code (Instr. 8)	5. 5. 5. 5. 5. 5. 5. 5. 5. 5.	curities) 6. Date Exercis Expiration Dat (Month/Day/Y	sable and e ear) Expiration Date	Amoun Underly Securiti (Instr. 3	t of ving es and 4) Amount or Number	Derivativ Security

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Option	\$ 8.82	12/02/2011	12/02/2020	\$.01 PV Com Stk	4,350
Option	\$ 8.82	12/02/2011	12/02/2020	\$.01 PV Cl B Stk	6,129
Option	\$ 15.63	12/01/2012	12/01/2021	\$.01 PV Com Stk	3,200
Option	\$ 15.63	12/01/2012	12/01/2021	\$.01 PV Cl B Stk	3,808
Option	\$ 10.58	11/29/2013	11/29/2022	\$.01 PV Com Stk	5,700
Option	\$ 10.58	11/29/2013	11/29/2022	\$.01 PV Cl B Stk	5,155
Option	\$ 32.72	12/11/2014	12/11/2023	\$.01 PV Com Stk	2,330
Option	\$ 32.72	12/11/2014	12/11/2023	\$.01 PV Cl B Stk	1,367
Option	\$ 35.46	12/11/2015	12/11/2024	\$.01 PV Com Stk	2,720
Option	\$ 35.46	12/11/2015	12/11/2024	\$.01 PV Cl B Stk	877
Option	\$ 31.88	12/03/2016	12/03/2025	\$.01 PV Com Stk	3,500
Option	\$ 31.88	12/03/2016	12/03/2025		525

				\$.01 PV Cl B Stk	
Option	\$ 36.52	12/14/2017	12/14/2026	\$.01 PV Com Stk	3,670
Option	\$ 40.95	12/12/2018	12/12/2027	\$.01 PV Com Stk	5,340
Restricted Stock Unit	<u>(4)</u>	(5)	<u>(5)</u>	\$.01 PV Com Stk	920

Reporting Owners

Reporting Owner Name / Address			Relationships		
L G	Director	10% Owner	Officer	Other	
KRAMER JAMES S 130 COMMERCE WAY EAST AURORA, NY 14052			Executive Vice President		
Signatures					
/s/Julie Davis, as Power of Atto	08/23/2018				

Explanation of Responses:

**Signature of Reporting Person

- * 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).

Date

(1) Sold pursuant to a 10b5-1 trading plan.

Kramer

- (2) Mr. Kramer disclaims any beneficial interest in the shares owned by his wife.
- (3) Represents shares held by James Shore Kramer Cust for Leah Jane Kramer. The beneficiary is the reporting person's immediate family.
- (4) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.

Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period of January 1, 2018(5) December 31, 2020. The "target" number of restricted stock units is reported. Between 75% and 115% of the target number of units may vest on December 31, 2020, with the vesting percentage determined based on actual performance.

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.