

ASTRONICS CORP  
Form 4  
October 08, 2015

**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)  
10/08/2015

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					29,142	D	
\$.01 PV CLASS B STOCK	10/08/2015		J <sup>(1)</sup>	16,011 A	\$ 0 93,606	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	\$ 6.63							12/12/2007	12/12/2016	\$.01 PV COM STK	4,610
OPTION	\$ 6.63	10/08/2015		<u>J</u> (1)		1,575		12/12/2007	12/12/2016	\$.01 PV Cl B Stk	7,462
OPTION	\$ 15.2							12/19/2008	12/19/2017	\$.01 PV COM STK	2,210
OPTION	\$ 15.2	10/08/2015		<u>J</u> (1)		755		12/19/2008	12/19/2017	\$.01 PV Cl B Stk	3,577
OPTION	\$ 3.76							12/09/2009	12/09/2018	\$.01 PV COM STK	12,690
OPTION	\$ 3.76	10/08/2015		<u>J</u> (1)		3,467		12/09/2009	12/09/2018	\$.01 PV CL B STK	13,893
OPTION	\$ 3.76							12/03/2010	12/03/2019	\$.01 PV COM STK	12,710
OPTION	\$ 3.76	10/08/2015		<u>J</u> (1)		3,473		12/03/2010	12/03/2019	\$.01 PV CL B STK	13,916
OPTION	\$ 10.15							12/02/2011	12/02/2020	\$.01 PV	5,000

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OPTION	\$ 10.15	10/08/2015	J <sup>(1)</sup>	1,366	12/02/2011	12/02/2020	COM STK \$.01 PV CL B STK	5,474	\$		
OPTION	\$ 17.98				12/01/2012	12/01/2021	COM STK \$.01 PV COM STK	3,600			
OPTION	\$ 17.98	10/08/2015	J <sup>(1)</sup>	894	12/01/2012	12/01/2021	COM STK \$.01 PV CL B STK	3,256	\$		
OPTION	\$ 12.17				11/29/2013	11/29/2022	COM STK \$.01 PV COM STK	6,400			
OPTION	\$ 12.17	10/08/2015	J <sup>(1)</sup>	1,382	11/29/2013	11/29/2022	COM STK \$.01 PV CL B STK	4,198	\$		
OPTION	\$ 37.63				12/11/2014	12/11/2023	COM STK \$.01 PV COM STK	2,600			
Option	\$ 37.63	10/08/2015	J <sup>(1)</sup>	468	12/11/2014	12/11/2023	COM STK \$.01 PV CL B STK	988	\$		
OPTION	\$ 40.77				12/11/2015	12/11/2024	COM STK \$.01 PV COM STK	3,150			
Option	\$ 40.77	10/08/2015	J <sup>(1)</sup>	473	12/11/2015	12/11/2024	COM STK \$.01 PV CL B STK	473	\$		

## 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

10/08/2015

\*\*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) 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 8, 2015.

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.