

ASTRONICS CORP  
Form 4  
October 03, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**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)  
**09/30/2016**

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)
				(A) or (D)	Price		
\$.01 PV Common Stock	09/30/2016		A <sup>(1)</sup>	641	A \$ 28.82	23,318	D
\$.01 PV Class B Stock	09/30/2016		A <sup>(1)</sup>	97	A \$ 28.82	76,697	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 of Derivative Security (Instr. 5)	
				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	6,050
Option	\$ 6.63					12/12/2007	12/12/2016	\$.01 PV Cl B Stk	9,792
Option	\$ 15.2					12/19/2008	12/19/2017	\$.01 PV Com Stk	2,640
Option	\$ 15.2					12/19/2008	12/19/2017	\$.01 PV Cl B Stk	4,273
Option	\$ 3.76					12/09/2009	12/09/2018	\$.01 PV Com Stk	16,880
Option	\$ 3.76					12/09/2009	12/09/2018	\$.01 PV Cl B Stk	18,481
Option	\$ 3.76					12/03/2010	12/03/2019	\$.01 PV Com Stk	16,840
Option	\$ 3.76					12/03/2010	12/03/2019	\$.01 PV Cl B	18,437

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Option	\$ 10.15	12/02/2011	12/02/2020	Stk \$.01 PV Com Stk	6,500
Option	\$ 10.15	12/02/2011	12/02/2020	Stk \$.01 PV Cl B Stk	7,116
Option	\$ 17.98	12/01/2012	12/01/2021	Stk \$.01 PV Com Stk	4,300
Option	\$ 17.98	12/01/2012	12/01/2021	Stk \$.01 PV Cl B Stk	3,889
Option	\$ 12.17	11/29/2013	11/29/2022	Stk \$.01 PV Com Stk	7,400
Option	\$ 12.17	11/29/2013	11/29/2022	Stk \$.01 PV Cl B Stk	4,854
Option	\$ 37.63	12/11/2014	12/11/2023	Stk \$.01 PV Com Stk	2,990
Option	\$ 37.63	12/11/2014	12/11/2023	Stk \$.01 PV Cl B Stk	1,136
Option	\$ 40.77	12/11/2015	12/11/2024	Stk \$.01 PV Com Stk	3,470
Option	\$ 40.77	12/11/2015	12/11/2024	Stk \$.01 PV Cl B Stk	521
Option	\$ 36.66	12/03/2016	12/03/2025	Stk \$.01 PV Com Stk	4,500

## 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

10/03/2016

\_\_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) Acquired shares via exercise of subscription agreement under employee stock purchase plan.

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.