

ASTRONICS CORP

Form 4

March 02, 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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCKENNA ROBERT J

(Last) (First) (Middle)

38 QUARTERMASTER DRIVE

(Street)

SALEM, SC 29676

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ASTRONICS CORP [ATRO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2016

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)

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)
			Code	V	Amount	(A) or (D)	Price
\$.01 PV Com Stk	03/01/2016		M		2,500	A	\$ 7.3
\$.01 PV Com Stk	03/01/2016		M		4,000	A	\$ 3.53
\$.01 PV Com Stk	03/01/2016		M		5,000	A	\$ 4.22
\$.01 PV Com Stk	03/01/2016		G		11,500	D	\$ 0
\$.01 PV Cl B Stk	03/01/2016		M		4,047	A	\$ 7.3
	03/01/2016		M		4,379	A	8,426

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\$ .01 PV					\$			
Cl B Stk					3.53			
\$ .01 PV	03/01/2016	M	5,474	A	\$	13,900	D	
Cl B Stk					4.22			
\$ .01 PV	03/01/2016	G	13,900	D	\$ 0	0	D	
Cl B Stk								
(1)								
\$ .01 PV	03/01/2016	G	25,400	A	\$ 0	60,186	I	Robert J McKenna Revocable Trust (2)
Com Stk								

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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. De Sec (In
				Code	V	(A)	(D)	
Option	\$ 7.3	03/01/2016		M		2,500	09/20/2008 03/20/2018	\$ .01 PV Com Stk 2,500
Option	\$ 7.3	03/01/2016		M		4,047	09/20/2008 03/20/2018	\$ .01 PV Cl B Stk 4,047
Option	\$ 3.53	03/01/2016		M		4,000	09/05/2009 03/05/2019	\$ .01 PV Com Stk 4,000
Option	\$ 3.53	03/01/2016		M		4,379	09/05/2009 03/05/2019	\$ .01 PV Cl B 4,379

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									Stk		
									\$.01		
Option	\$ 4.22	03/01/2016		M	5,000	09/02/2010	03/02/2020	PV Com Stk		5,000	\$
									\$.01		
Option	\$ 4.22	03/01/2016		M	5,474	09/02/2010	03/02/2020	PV Cl B Stk		5,474	\$
									\$.01		
Option	\$ 10.29					08/28/2011	02/28/2021	PV Com Stk		2,500	
									\$.01		
Option	\$ 10.29					08/28/2011	02/28/2021	PV Cl B Stk		2,737	
									\$.01		
Option	\$ 18.11					08/28/2012	02/28/2022	PV Com Stk		3,000	
									\$.01		
Option	\$ 18.11					08/28/2012	02/28/2022	PV Cl B Stk		2,713	
									\$.01		
Option	\$ 16.73					08/22/2013	02/22/2023	PV Com Stk		3,000	
									\$.01		
Option	\$ 16.73					08/22/2013	02/22/2023	PV Cl B Stk		1,968	
									\$.01		
Option	\$ 47.36					09/03/2014	03/03/2024	PV Com Stk		2,000	
									\$.01		
Option	\$ 47.36					09/03/2014	03/03/2024	PV Cl B Stk		760	
									\$.01		
Option	\$ 60.68					09/10/2015	03/10/2025	PV Com Stk		3,000	

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Option	\$ 60.68				09/10/2015	03/10/2025	\$ .01 PV Cl B Stk	450	
Option	\$ 30.32	02/26/2016	A	4,000	08/26/2016	02/26/2026	\$ .01 PV Com Stk	4,000	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENNA ROBERT J 38 QUARTERMASTER DRIVE SALEM, SC 29676			X	

## Signatures

/s/David C. Burney as Power of Attorney for Robert J.  
McKenna

03/02/2016

\_\_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) Class B shares were converted to common shares and then gifted to the Robert J. McKenna Revocable Trust.

(2) Represents shares held by the Robert J. McKenna Revocable Trust. The beneficiaries of the trust are the reporting persons immediate family. The reporting person serves as one of two trustees and shares voting and investment power.

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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