

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DRENNING JOHN B**

(Last) (First) (Middle)

**THE GUARANTY BUILDING, 140  
PEARL ST., SUITE 100**

(Street)

**BUFFALO, NY 14202-4040**

(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  
☐ 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					52,039	D	
\$.01 PV Cl B Stk	10/11/2016		J <sup>(1)</sup>		62,436	A	\$ 0 426,642

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  
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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	\$ 5.84							09/20/2007	03/20/2017	\$0.01 PV Com Stk	5,000	
Option	\$ 5.84	10/11/2016		<u>J</u> (1)		1,964		09/20/2007	03/20/2017	\$0.01 PV Cl B Stk	10,056	\$ 0.00
Option	\$ 6.35							09/20/2008	03/20/2018	\$0.01 PV Com Stk	2,500	
Option	\$ 6.35	10/11/2016		<u>J</u> (1)		982		09/20/2008	03/20/2018	\$0.01 PV Cl B Stk	5,029	\$ 0.00
Option	\$ 3.07							09/05/2009	03/05/2019	\$0.01 PV Com Stk	4,000	
Option	\$ 3.07	10/11/2016		<u>J</u> (1)		1,257		09/05/2009	03/05/2019	\$0.01 PV Cl B Stk	5,636	\$ 0.00
Option	\$ 3.67							09/02/2010	03/02/2020	\$0.01 PV Com Stk	5,000	
Option	\$ 3.67	10/11/2016		<u>J</u> (1)		1,571		09/02/2010	03/02/2020	\$0.01 PV Cl B Stk	7,045	\$ 0.00

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Option	\$ 8.95					08/28/2011	02/28/2021	\$ .01 PV Com Stk	2,500	
Option	\$ 8.95	10/11/2016		<u>J<sup>(1)</sup></u>	786	08/28/2011	02/28/2021	\$ .01 PV Cl B Stk	3,523	\$ 0
Option	\$ 15.75					08/28/2012	02/28/2022	\$ .01 PV Com Stk	3,000	
Option	\$ 15.75	10/11/2016		<u>J<sup>(1)</sup></u>	857	08/28/2012	02/28/2022	\$ .01 PV Cl B Stk	3,570	\$ 0
Option	\$ 14.55					08/22/2013	02/22/2023	\$ .01 PV Com Stk	3,000	
Option	\$ 14.55	10/11/2016		<u>J<sup>(1)</sup></u>	745	08/22/2013	02/22/2023	\$ .01 PV Cl B Stk	2,713	\$ 0
Option	\$ 41.18					09/03/2014	03/03/2024	\$ .01 PV Com Stk	2,000	
Option	\$ 41.18	10/11/2016		<u>J<sup>(1)</sup></u>	414	09/03/2014	03/03/2024	\$ .01 PV Cl B Stk	1,174	\$ 0
Option	\$ 52.76					09/10/2015	03/10/2025	\$ .01 PV Com Stk	3,000	
Option	\$ 52.76	10/11/2016		<u>J<sup>(1)</sup></u>	518	09/10/2015	03/10/2025	\$ .01 PV Cl B Stk	968	\$ 0
Option	\$ 26.37					08/26/2016	02/26/2026	\$ .01 PV Com Stk	4,000	
Option	\$ 26.37	10/11/2016		<u>J<sup>(1)</sup></u>	600	08/26/2016	02/26/2026		600	\$ 0

\$.01  
PV  
Cl B  
Stk

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director   10% Owner   Officer   Other
DRENNING JOHN B THE GUARANTY BUILDING 140 PEARL ST., SUITE 100 BUFFALO, NY 14202-4040	X

## Signatures

/s/David C. Burney as Power of Attorney for John B.  
Drenning

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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