

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAMER JAMES S

(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)
10/11/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
\$0.01 PV Common Stock					43,241	D	
\$0.01 PV Class B Stock	10/11/2016		J ⁽¹⁾	43,786 A \$ 0	292,457	D	
\$0.01 PV Common Stock					220	I	By Spouse (2)
\$0.01 PV Class B	10/11/2016		J ⁽¹⁾	118 A \$ 0	686	I	By Spouse (2)

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Stock

\$.01 PV
Common
Stock

787

I

JAMES
SHORE
KRAMER
CUST FOR
LEAH
JANE
KRAMER
(3)

\$.01 PV
Class B
Stock

10/11/2016

J(1)

118

A

\$ 0 118

I

JAMES
SHORE
KRAMER
CUST FOR
LEAH
JANE
KRAMER
(3)

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

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(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. Price of Deriva Securi (Instr.
				Code	V	(A)	(D)	
Option	\$ 5.76	10/11/2016		J(1)	978	12/12/2007	12/12/2016	\$.01 PV Cl B Stk
Option	\$ 13.22					12/19/2008	12/19/2017	\$.01 PV Com Stk
Option	\$ 13.22	10/11/2016		J(1)	789	12/19/2008	12/19/2017	\$.01

Amount
or
Number
of Shares

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									PV Cl B Stk		
Option	\$ 3.27					12/09/2009	12/09/2018	\$0.01 PV Com Stk	11,800		
Option	\$ 3.27	10/11/2016		<u>J⁽¹⁾</u>	3,708	12/09/2009	12/09/2018	\$0.01 PV Cl B Stk	16,627		\$ 0
Option	\$ 3.27					12/03/2010	12/03/2019	\$0.01 PV Com Stk	11,750		
Option	\$ 3.27	10/11/2016		<u>J⁽¹⁾</u>	3,692	12/03/2010	12/03/2019	\$0.01 PV Cl B Stk	16,557		\$ 0
Option	\$ 8.82					12/02/2011	12/02/2020	\$0.01 PV Com Stk	4,350		
Option	\$ 8.82	10/11/2016		<u>J⁽¹⁾</u>	1,366	12/02/2011	12/02/2020	\$0.01 PV Cl B Stk	6,129		\$ 0
Option	\$ 15.63					12/01/2012	12/01/2021	\$0.01 PV Com Stk	3,200		
Option	\$ 15.63	10/11/2016		<u>J⁽¹⁾</u>	914	12/01/2012	12/01/2021	\$0.01 PV Cl B Stk	3,808		\$ 0
Option	\$ 10.58					11/29/2013	11/29/2022	\$0.01 PV Com Stk	5,700		
Option	\$ 10.58	10/11/2016		<u>J⁽¹⁾</u>	1,416	11/29/2013	11/29/2022	\$0.01 PV Cl B Stk	5,155		\$ 0
Option	\$ 32.72					12/11/2014	12/11/2023	\$0.01 PV	2,330		

Option	\$ 32.72	10/11/2016	<u>J⁽¹⁾</u>	482	12/11/2014	12/11/2023	Com Stk PV Cl B Stk \$.01	1,367	\$ 0
Option	\$ 35.46				12/11/2015	12/11/2024	Com Stk PV Com Stk \$.01	2,720	
Option	\$ 35.46	10/11/2016	<u>J⁽¹⁾</u>	469	12/11/2015	12/11/2024	Cl B Stk PV Cl B Stk \$.01	877	\$ 0
Option	\$ 31.88				12/03/2016	12/03/2025	Com Stk PV Com Stk \$.01	3,500	
Option	\$ 31.88	10/11/2016	<u>J⁽¹⁾</u>	525	12/03/2016	12/03/2025	Cl B Stk PV Cl B Stk \$.01	525	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER JAMES S 130 COMMERCE WAY EAST AURORA, NY 14052			Executive Vice President	

Signatures

/s/David C. Burney, as Power of Attorney for James S. Kramer

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.
- (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.

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.