

ASTRONICS CORP

Form 4

February 22, 2017

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
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2005
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(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)
02/21/2017

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
\$.01 PV Com Stk	02/21/2017		M		5,000	A	\$ 5.84	57,039	D	
\$.01 PV Com Stk	02/21/2017		M		2,582	D	\$ 34.06	54,457	D	
\$.01 PV Cl B Stk	02/21/2017		M		10,056	A	\$ 5.84	436,698	D	

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

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(9-02)

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number.

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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title Amount or Number of Shares	
Option	\$ 5.84	02/21/2017		M	5,000	09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000 \$ 5
Option	\$ 5.84	02/21/2017		M	10,056	09/20/2007	03/20/2017	\$.01 PV Cl B Stk	10,056 \$ 5
Option	\$ 6.35					09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500
Option	\$ 6.35					09/20/2008	03/20/2018	\$.01 PV Cl B Stk	5,029
Option	\$ 3.07					09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000
Option	\$ 3.07					09/05/2009	03/05/2019	\$.01 PV Cl B Stk	5,636
Option	\$ 3.67					09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000
Option	\$ 3.67					09/02/2010	03/02/2020	\$.01 PV Cl B Stk	7,045

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Option	\$ 8.95	08/28/2011	02/28/2021	\$01 PV Com Stk	2,500
Option	\$ 8.95	08/28/2011	02/28/2021	\$01 PV Cl B Stk	3,523
Option	\$ 15.75	08/28/2012	02/28/2022	\$01 PV Com Stk	3,000
Option	\$ 15.75	08/28/2012	02/28/2022	\$01 PV Cl B Stk	3,570
Option	\$ 14.55	08/22/2013	02/22/2023	\$01 PV Com Stk	3,000
Option	\$ 14.55	08/22/2013	02/22/2023	\$01 PV Cl B Stk	2,713
Option	\$ 41.18	09/03/2014	03/03/2024	\$01 PV Com Stk	2,000
Option	\$ 41.18	09/03/2014	03/03/2024	\$01 PV Cl B Stk	1,174
Option	\$ 52.76	09/10/2015	03/10/2025	\$01 PV Com Stk	3,000
Option	\$ 52.76	09/10/2015	03/10/2025	\$01 PV Cl B Stk	968
Option	\$ 26.37	08/26/2016	02/26/2026	\$01 PV Com Stk	4,000
Option	\$ 26.37	08/26/2016	02/26/2026		600

\$.01
PV
CI 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/Julie Davis as Power of Attorney for John B.
Drenning

02/22/2017

__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).

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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