

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRADY ROBERT T

(Last) (First) (Middle)

286 GREENWOOD CT

(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
☐ 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								20,397	D	
\$.01 PV Cl B Stk	10/11/2016		J ⁽¹⁾		18,560	A	\$ 0	121,899	D	

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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
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
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
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
Option	\$ 8.95							08/28/2011	02/28/2021	\$0.01 PV Com	2,500	

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								Stk		
Option	\$ 8.95	10/11/2016	<u>J</u> ⁽¹⁾	786	08/28/2011	02/28/2021	\$0.01 PV Cl B Stk	3,523	\$ 0	
Option	\$ 15.75				08/28/2012	02/28/2022	\$0.01 PV Com Stk	3,000		
Option	\$ 15.75	10/11/2016	<u>J</u> ⁽¹⁾	857	08/28/2012	02/28/2022	\$0.01 PV Cl B Stk	3,570	\$ 0	
Option	\$ 14.55				08/22/2013	02/22/2023	\$0.01 Com Stk	3,000		
Option	\$ 14.55	10/11/2016	<u>J</u> ⁽¹⁾	745	08/22/2013	02/22/2023	\$0.01 PV Cl B Stk	2,713	\$ 0	
Option	\$ 41.18				09/03/2014	03/03/2024	\$0.01 PV Com Stk	2,000		
Option	\$ 41.18	10/11/2016	<u>J</u> ⁽¹⁾	414	09/03/2014	03/03/2024	\$0.01 PV Cl B Stk	1,174	\$ 0	
Option	\$ 52.76				09/10/2015	03/10/2025	\$0.01 PV Com Stk	3,000		
Option	\$ 52.76	10/11/2016	<u>J</u> ⁽¹⁾	518	09/10/2015	03/10/2025	\$0.01 PV Cl B Stk	968	\$ 0	
Option	\$ 26.37				08/26/2016	02/26/2026	\$0.01 PV Com Stk	4,000		
Option	\$ 26.37	10/11/2016	<u>J</u> ⁽¹⁾	600	08/26/2016	02/26/2026	\$0.01 PV Cl B Stk	600	\$ 0	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRADY ROBERT T 286 GREENWOOD CT EAST AURORA, NY 14052	X

Signatures

/s/David C. Burney as Power of Attorney for Robert T.
Brady

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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