

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 *
GUNDERMANN PETER J

(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
☒ Officer (give title below) ☐ Other (specify
below)

PRESIDENT/CEO

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)
\$01 PV COMMON STOCK					40,795	D	
\$01 PV CLASS B STOCK	10/11/2016		J ⁽¹⁾	71,280 A \$ 0	505,685	D	

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION	\$ 5.76							12/12/2007	12/12/2016	\$.01 PV COM STK	9,788
OPTION	\$ 5.76	10/11/2016		<u>J</u> ⁽¹⁾		4,345		12/12/2007	12/12/2016	\$.01 PV CL B STK	23,523
OPTION	\$ 13.22							12/19/2008	12/19/2017	\$.01 PV COM STK	4,968
OPTION	\$ 13.22	10/11/2016		<u>J</u> ⁽¹⁾		2,269		12/19/2008	12/19/2017	\$.01 PV CL B STK	12,431
OPTION	\$ 3.27							12/09/2009	12/09/2018	\$.01 PV COM STK	35,451
OPTION	\$ 3.27	10/11/2016		<u>J</u> ⁽¹⁾		11,353		12/09/2009	12/09/2018	\$.01 PV CL B STK	51,588
OPTION	\$ 3.27							12/03/2010	12/03/2019	\$.01 PV COM STK	37,480
OPTION	\$ 3.27	10/11/2016		<u>J</u> ⁽¹⁾		11,777		12/03/2010	12/03/2019	\$.01 PV CL B STK	52,812
OPTION	\$ 8.82							12/02/2011	12/02/2020		14,700

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									\$.01 PV COM STK
OPTION	\$ 8.82	10/11/2016	<u>J(1)</u>	4,619	12/02/2011	12/02/2020		\$.01 PV CL B STK	20,714
OPTION	\$ 15.63				12/01/2012	12/01/2021		\$.01 PV COM STK	10,700
OPTION	\$ 15.63	10/11/2016	<u>J(1)</u>	3,057	12/01/2012	12/01/2021		\$.01 PV CL B STK	12,734
OPTION	\$ 10.58				11/29/2013	11/29/2022		\$.01 PV COM STK	18,700
OPTION	\$ 10.58	10/11/2016	<u>J(1)</u>	4,645	11/29/2013	11/29/2022		\$.01 PV CL B STK	16,912
OPTION	\$ 32.72				12/11/2014	12/11/2023		\$.01 PV COM STK	8,300
OPTION	\$ 32.72	10/11/2016	<u>J(1)</u>	1,718	12/11/2014	12/11/2023		\$.01 PV CL B STK	4,872
OPTION	\$ 35.46				12/11/2015	12/11/2024		\$.01 PV COM STK	10,100
OPTION	\$ 35.46	10/11/2016	<u>J(1)</u>	1,742	12/11/2015	12/11/2024		\$.01 PV CL B STK	3,257
OPTION	\$ 31.88				12/03/2016	12/03/2025		\$.01 PV COM STK	13,700
Option	\$ 31.88	10/11/2016	<u>J(1)</u>	2,055	12/03/2016	12/03/2025			2,055

\$.01
PV
CL B
STK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUNDERMANN PETER J 130 COMMERCE WAY EAST AURORA, NY 14052	X		PRESIDENT/CEO	

Signatures

/S/DAVID C. BURNEY, AS POWER OF ATTORNEY FOR PETER J.
GUNDERMANN

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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