

ASTRONICS CORP  
Form 4  
October 12, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

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)
				(A) or (D) Code V Amount (D) Price			
\$.01 PV Common Stock					43,241	D	
\$.01 PV Class B Stock	10/11/2016		J <sup>(1)</sup>	43,786 A \$ 0	292,457	D	
\$.01 PV Common Stock					220	I	By Spouse <sup>(2)</sup>
\$.01 PV Class B Stock	10/11/2016		J <sup>(1)</sup>	118 A \$ 0	686	I	By Spouse <sup>(2)</sup>

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Stock

										JAMES SHORE KRAMER CUST FOR LEAH JANE KRAMER <u>(3)</u>
\$ .01 PV Common Stock						787			I	
\$ .01 PV Class B Stock	10/11/2016		<u>J(1)</u>	118	A	\$ 0	118		I	JAMES SHORE KRAMER CUST FOR LEAH JANE KRAMER <u>(3)</u>

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 number.**

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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 Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 5.76	10/11/2016		<u>J(1)</u>	978	12/12/2007	12/12/2016	\$.01 PV Cl B Stk	7,500
Option	\$ 13.22					12/19/2008	12/19/2017	\$.01 PV Com Stk	2,010
Option	\$ 13.22	10/11/2016		<u>J(1)</u>	789	12/19/2008	12/19/2017	\$.01	4,043

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

