

GUNDERMANN PETER J

Form 4

October 16, 2018

**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)  
10/12/2018

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| \$.01 PV<br>COMMON<br>STOCK           |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | Price                                                                                                              |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             |                                                                      |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                            |                                                                                                                    | 7,421                                                                | D                                                                 |
| \$.01 PV<br>CLASS B<br>STOCK          | 10/12/2018                              |                                                             | J <sup>(1)</sup>                     | 74,073                                                                     | A                                                                                                                  | \$ 0 560,476                                                         | 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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |                    |                            |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------------|--------------------|----------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                       | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |
| OPTION                                              | \$ 2.85                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 12/09/2009                                                                | 12/09/2018         | \$.01<br>PV<br>COM<br>STK  | 35,451                              |
| OPTION                                              | \$ 2.85                                                               | 10/12/2018                              |                                                             | <u>J</u> (1)                            |                                                                                                              | 13,056                                                         |     | 12/09/2009                                                                | 12/09/2018         | \$.01<br>PV<br>CL B<br>STK | 64,644                              |
| OPTION                                              | \$ 2.84                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 12/03/2010                                                                | 12/03/2019         | \$.01<br>PV<br>COM<br>STK  | 37,480                              |
| OPTION                                              | \$ 2.84                                                               | 10/12/2018                              |                                                             | <u>J</u> (1)                            |                                                                                                              | 13,543                                                         |     | 12/03/2010                                                                | 12/03/2019         | \$.01<br>PV<br>CL B<br>STK | 66,355                              |
| OPTION                                              | \$ 7.68                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 12/02/2011                                                                | 12/02/2020         | \$.01<br>PV<br>COM<br>STK  | 14,700                              |
| OPTION                                              | \$ 7.68                                                               | 10/12/2018                              |                                                             | <u>J</u> (1)                            |                                                                                                              | 5,312                                                          |     | 12/02/2011                                                                | 12/02/2020         | \$.01<br>PV<br>CL B<br>STK | 26,025                              |
| OPTION                                              | \$ 13.59                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 12/01/2012                                                                | 12/01/2021         | \$.01<br>PV<br>COM<br>STK  | 10,700                              |
| OPTION                                              | \$ 13.59                                                              | 10/12/2018                              |                                                             | <u>J</u> (1)                            |                                                                                                              | 3,515                                                          |     | 12/01/2012                                                                | 12/01/2021         | \$.01<br>PV<br>CL B<br>STK | 16,249                              |
| OPTION                                              | \$ 9.2                                                                |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 11/29/2013                                                                | 11/29/2022         |                            | 18,700                              |

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|        |          |            |                  |       |            |            |  |  |                             |        |
|--------|----------|------------|------------------|-------|------------|------------|--|--|-----------------------------|--------|
|        |          |            |                  |       |            |            |  |  | \$ .01<br>PV<br>COM<br>STK  |        |
| OPTION | \$ 9.2   | 10/12/2018 | J <sup>(1)</sup> | 5,342 | 11/29/2013 | 11/29/2022 |  |  | \$ .01<br>PV<br>CL B<br>STK | 22,254 |
| OPTION | \$ 28.45 |            |                  |       | 12/11/2014 | 12/11/2023 |  |  | \$ .01<br>PV<br>COM<br>STK  | 8,300  |
| OPTION | \$ 28.45 | 10/12/2018 | J <sup>(1)</sup> | 1,976 | 12/11/2014 | 12/11/2023 |  |  | \$ .01<br>PV<br>CL B<br>STK | 6,848  |
| OPTION | \$ 30.83 |            |                  |       | 12/11/2015 | 12/11/2024 |  |  | \$ .01<br>PV<br>COM<br>STK  | 10,100 |
| OPTION | \$ 30.83 | 10/12/2018 | J <sup>(1)</sup> | 2,004 | 12/11/2015 | 12/11/2024 |  |  | \$ .01<br>PV<br>CL B<br>STK | 5,261  |
| OPTION | \$ 27.72 |            |                  |       | 12/03/2016 | 12/03/2025 |  |  | \$ .01<br>PV<br>COM<br>STK  | 13,700 |
| Option | \$ 27.72 | 10/12/2018 | J <sup>(1)</sup> | 2,363 | 12/03/2016 | 12/03/2025 |  |  | \$ .01<br>PV<br>CL B<br>STK | 4,418  |
| Option | \$ 31.76 |            |                  |       | 12/14/2017 | 12/14/2026 |  |  | \$ .01<br>PV<br>COM<br>STK  | 14,460 |
| Option | \$ 31.76 | 10/12/2018 | J <sup>(1)</sup> | 2,169 | 12/14/2017 | 12/14/2026 |  |  | \$ .01<br>PV<br>CL B<br>STK | 2,169  |
| Option | \$ 35.61 |            |                  |       | 12/12/2018 | 12/12/2027 |  |  | \$ .01<br>PV<br>COM<br>STK  | 26,300 |
| Option | \$ 35.61 | 10/12/2018 | J <sup>(1)</sup> | 3,945 | 12/12/2018 | 12/12/2027 |  |  |                             | 3,945  |

|                       |     |            |      |     |  |     |     |                             |       |
|-----------------------|-----|------------|------|-----|--|-----|-----|-----------------------------|-------|
|                       |     |            |      |     |  |     |     | \$ .01<br>PV<br>CL B<br>STK |       |
| Restricted Stock Unit | (2) |            |      |     |  | (3) | (3) | \$ .01<br>PV<br>COM<br>STK  | 1,805 |
| Restricted Stock Unit | (4) | 10/12/2018 | J(1) | 270 |  | (3) | (3) | \$ .01<br>PV<br>CL B<br>STK | 270   |

## Reporting Owners

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

## Signatures

/S/JULIE DAVIS, AS POWER OF ATTORNEY FOR PETER J. GUNDERMANN

10/16/2018

**\*\*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 12, 2018.
- (2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- Vesting of these restricted stock units depends on Astronics Corp.'s average annual adjusted EBITDA for the period of January 1, 2018-December 31, 2020. The "target" number of restricted stock units is reported. Between 75% and 115% of the target number of units may vest on December 31, 2020, with the vesting percentage determined based on actual performance.
- (4) Each restricted stock unit represents the right to receive, at settlement, one share of Class B stock.

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.