

PEABODY MARK
Form 4
October 16, 2018

FORM 4

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

OMB APPROVAL

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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 *
PEABODY MARK

(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)
VP Astronics Advanced Electron

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
\$.01 PV Common Stock					11,675	D	
\$.01 PV Class B Stock	10/12/2018		J ⁽¹⁾	18,102 A \$ 0	127,107	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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 2.85							12/09/2009	12/09/2018	\$.01 PV Com Stk	16,880	
Option	\$ 2.85	10/12/2018		<u>J</u> (1)		6,100		12/09/2009	12/09/2018	\$.01 PV Cl B Stk	29,885	\$
Option	\$ 2.84							12/03/2010	12/03/2019	\$.01 PV Com Stk	16,840	
Option	\$ 2.84	10/12/2018		<u>J</u> (1)		6,085		12/03/2010	12/03/2019	\$.01 PV Cl B Stk	29,814	\$
Option	\$ 7.68							12/02/2011	12/02/2020	\$.01 PV Com Stk	6,500	
Option	\$ 7.68	10/12/2018		<u>J</u> (1)		2,349		12/02/2011	12/02/2020	\$.01 PV Cl B Stk	11,508	\$
Option	\$ 13.59							12/01/2012	12/01/2021	\$.01 PV Com Stk	4,300	
Option	\$ 13.59	10/12/2018		<u>J</u> (1)		1,412		12/01/2012	12/01/2021	\$.01 PV Cl B Stk	6,530	\$

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Option	\$ 9.2					11/29/2013	11/29/2022	\$.01 PV Com Stk	7,400	
Option	\$ 9.2	10/12/2018		<u>J⁽¹⁾</u>	2,114	11/29/2013	11/29/2022	\$.01 PV Cl B Stk	8,807	\$
Option	\$ 28.45					12/11/2014	12/11/2023	\$.01 PV Com Stk	2,990	
Option	\$ 28.45	10/12/2018		<u>J⁽¹⁾</u>	712	12/11/2014	12/11/2023	\$.01 PV Cl B Stk	2,467	\$
Option	\$ 30.83					12/11/2015	12/11/2024	\$.01 PV Com Stk	3,470	
Option	\$ 30.83	10/12/2018		<u>J⁽¹⁾</u>	688	12/11/2015	12/11/2024	\$.01 PV Cl B Stk	1,807	\$
Option	\$ 27.72					12/03/2016	12/03/2025	\$.01 PV Com Stk	4,500	
Option	\$ 27.72	10/12/2018		<u>J⁽¹⁾</u>	776	12/03/2016	12/03/2025	\$.01 PV Cl B Stk	1,451	\$
Option	\$ 31.76					12/14/2017	12/14/2026	\$.01 PV Com Stk	4,820	
Option	\$ 31.76	10/12/2018		<u>J⁽¹⁾</u>	723	12/14/2017	12/14/2026	\$.01 PV Cl B Stk	723	\$
Option	\$ 35.61					12/12/2018	12/12/2027	\$.01 PV Com Stk	7,010	
Option	\$ 35.61	10/12/2018		<u>J⁽¹⁾</u>	1,052	12/12/2018	12/12/2027		1,052	\$

									\$.01 PV Cl B Stk	
Restricted Stock Unit	(2)					(3)	(3)		\$.01 PV Com Stk	1,205
Restricted Stock Unit	(4)	10/12/2018		J(1)	180	(3)	(3)		\$.01 PV Cl B Stk	180

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEABODY MARK 130 COMMERCE WAY EAST AURORA, NY 14052			VP Astronics Advanced Electron	

Signatures

/s/Julie Davis, as Power of Attorney for Mark
Peabody

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 -
- (3) 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.