ASTRONICS CORP

Form 4

December 07, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per 0.5

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PEABODY MARK Issuer Symbol ASTRONICS CORP [ATRO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ __ Other (specify 130 COMMERCE WAY 12/06/2016 below) VP Astronics Advanced Electron (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

EAST AURORA, NY 14052

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecuri	ties Acq	uired, Disposed o	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquire on(A) or Disposed of (Instr. 3, 4 and 5) (A) or Amount (D) Pri		of (D)	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	12/06/2016			6,050	, ,		28,368	D	
\$.01 PV Class B Stock	12/06/2016		M	12,168	A	\$ 5.76	103,867	D	

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

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X Form filed by One Reporting Person Form filed by More than One Reporting

Person

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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. Pri Deriv Secur (Instr	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 5.76	12/06/2016		M		6,050	12/12/2007	12/12/2016	\$.01 PV Com Stk	6,050	\$ 5
Option	\$ 5.76	12/06/2016		M		12,168	12/12/2007	12/12/2016	\$.01 PV Cl B Stk	12,168	\$ 5
Option	\$ 13.22						12/19/2008	12/19/2017	\$.01 PV Com Stk	2,640	
Option	\$ 13.22						12/19/2008	12/19/2017	\$.01 PV Cl B Stk	5,310	
Option	\$ 3.27						12/09/2009	12/09/2018	\$.01 PV Com Stk	16,880	
Option	\$ 3.27						12/09/2009	12/09/2018	\$.01 PV Cl B Stk	23,785	
Option	\$ 3.27						12/03/2010	12/03/2019	\$.01 PV Com Stk	16,840	
Option	\$ 3.27						12/03/2010	12/03/2019	\$.01 PV Cl B Stk	23,729	
Option	\$ 8.82						12/02/2011	12/02/2020		6,500	

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				\$.01 PV Com Stk	
Option	\$ 8.82	12/02/2011	12/02/2020	\$.01 PV Cl B Stk	9,159
Option	\$ 15.63	12/01/2012	12/01/2021	\$.01 PV Com Stk	4,300
Option	\$ 15.63	12/01/2012	12/01/2021	\$.01 PV Cl B Stk	5,117
Option	\$ 10.58	11/29/2013	11/29/2022	\$.01 PV Com Stk	7,400
Option	\$ 10.58	11/29/2013	11/29/2022	\$.01 PV Cl B Stk	6,692
Option	\$ 32.72	12/11/2014	12/11/2023	\$.01 PV Com Stk	2,990
Option	\$ 32.72	12/11/2014	12/11/2023	\$.01 PV Cl B Stk	1,755
Option	\$ 35.46	12/11/2015	12/11/2024	\$.01 PV Com Stk	3,470
Option	\$ 35.46	12/11/2015	12/11/2024	\$.01 PV Cl B Stk	1,119
Option	\$ 31.88	12/03/2016	12/03/2025	\$.01 PV Com Stk	4,500
Option	\$ 31.88	12/03/2016	12/03/2025		675

\$.01 PV Cl B Stk

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

Date

Signatures

/s/David C. Burney, as Power of Attorney for Mark
Peabody
12/07/2016

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

Reporting Owners 4

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).