

BURNEY DAVID C

Form 4

December 11, 2017

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 *
BURNEY DAVID C

(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)
12/07/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

VP-FINANCE, CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D)	Price			
\$.01 PV COMMON STOCK	12/07/2017		M		2,210	A	\$ 13.22	29,065	D	
\$.01 PV COMMON STOCK	12/07/2017		M		2,006	D	\$ 43.87	27,059	D	
\$.01 PV CLASS B STOCK	12/07/2017		M		4,445	A	\$ 13.22	116,231	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)

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. Pr Deriv Secu (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION	\$ 13.22	12/07/2017		M	2,210	12/19/2008	12/19/2017	\$.01 PV COM STK	2,210 \$ 1
OPTION	\$ 13.22	12/07/2017		M	4,445	12/19/2008	12/19/2017	\$.01 PV Cl B Stk	4,445 \$ 1
OPTION	\$ 3.27					12/09/2009	12/09/2018	\$.01 PV COM STK	12,690
OPTION	\$ 3.27					12/09/2009	12/09/2018	\$.01 PV CL B STK	17,881
OPTION	\$ 3.27					12/03/2010	12/03/2019	\$.01 PV COM STK	12,710
OPTION	\$ 3.27					12/03/2010	12/03/2019	\$.01 PV CL B STK	17,909
OPTION	\$ 8.82					12/02/2011	12/02/2020	\$.01 PV COM STK	5,000

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OPTION	\$ 8.82	12/02/2011	12/02/2020	\$.01 PV CL B STK	7,045
OPTION	\$ 15.63	12/01/2012	12/01/2021	\$.01 PV COM STK	3,600
OPTION	\$ 15.63	12/01/2012	12/01/2021	\$.01 PV CL B STK	4,284
OPTION	\$ 10.58	11/29/2013	11/29/2022	\$.01 PV COM STK	6,400
OPTION	\$ 10.58	11/29/2013	11/29/2022	\$.01 PV CL B STK	5,788
OPTION	\$ 32.72	12/11/2014	12/11/2023	\$.01 PV COM STK	2,600
Option	\$ 32.72	12/11/2014	12/11/2023	\$.01 PV CL B STK	1,526
OPTION	\$ 35.46	12/11/2015	12/11/2024	\$.01 PV COM STK	3,150
Option	\$ 35.46	12/11/2015	12/11/2024	\$.01 PV CL B STK	1,016
Option	\$ 31.88	12/03/2016	12/03/2025	\$.01 PV COM STK	4,100
Option	\$ 31.88	12/03/2016	12/03/2025	\$.01 PV CL B STK	615
Option	\$ 36.52	12/14/2017	12/14/2026		4,370

\$.01
PV
COM
STK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY DAVID C 130 COMMERCE WAY EAST AURORA, NY 14052			VP-FINANCE, CFO	

Signatures

/S/DAVID C.
BURNEY

12/11/2017

__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).

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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