

DRENNING JOHN B
 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 *
DRENNING JOHN B

(Last) (First) (Middle)

**THE GUARANTY BUILDING, 140
 PEARL ST., SUITE 100**

(Street)

BUFFALO, NY 14202-4040

(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)

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)
\$.01 PV Com Stk				(A) or (D)	Price		
				Code V	Amount		
						40,779	D
\$.01 PV Cl B Stk	10/12/2018		J ⁽¹⁾	63,378 A	\$ 0	445,103	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 of Derivative Security (Instr. 3)
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Option	\$ 2.67							\$0.01 PV Com Stk	4,000
Option	\$ 2.67	10/12/2018		<u>J</u> ⁽¹⁾		1,445		\$0.01 PV Cl B Stk	7,081
Option	\$ 3.19							\$0.01 PV Com Stk	5,000
Option	\$ 3.19	10/12/2018		<u>J</u> ⁽¹⁾		1,807		\$0.01 PV Cl B Stk	8,852
Option	\$ 7.78							\$0.01 PV Com Stk	2,500
Option	\$ 7.78	10/12/2018		<u>J</u> ⁽¹⁾		903		\$0.01 PV Cl B Stk	4,426
Option	\$ 13.69							\$0.01 PV Com Stk	3,000
Option	\$ 13.69	10/12/2018		<u>J</u> ⁽¹⁾		986		\$0.01 PV Cl B Stk	4,556

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Option	\$ 12.65					08/22/2013	02/22/2023	\$.01 PV Com Stk	3,000	
Option	\$ 12.65	10/12/2018	<u>J⁽¹⁾</u>	857		08/22/2013	02/22/2023	\$.01 PV Cl B Stk	3,570	\$ 0
Option	\$ 35.81					09/03/2014	03/03/2024	\$.01 PV Com Stk	2,000	
Option	\$ 35.81	10/12/2018	<u>J⁽¹⁾</u>	476		09/03/2014	03/03/2024	\$.01 PV Cl B Stk	1,650	\$ 0
Option	\$ 45.88					09/10/2015	03/10/2025	\$.01 PV Com Stk	3,000	
Option	\$ 45.88	10/12/2018	<u>J⁽¹⁾</u>	595		09/10/2015	03/10/2025	\$.01 PV Cl B Stk	1,563	\$ 0
Option	\$ 22.93					08/26/2016	02/26/2026	\$.01 PV Com Stk	4,000	
Option	\$ 22.93	10/12/2018	<u>J⁽¹⁾</u>	690		08/26/2016	02/26/2026	\$.01 PV Cl B Stk	1,290	\$ 0
Option	\$ 28.5					09/07/2017	03/07/2027	\$.01 PV Com Stk	4,000	
Option	\$ 28.5	10/12/2018	<u>J⁽¹⁾</u>	600		09/07/2017	03/07/2027	\$.01 PV Cl B Stk	600	\$ 0
Option	\$ 34.04					03/02/2019	03/02/2028	\$.01 PV Com Stk	4,000	
Option	\$ 34.04	10/12/2018	<u>J⁽¹⁾</u>	600		03/02/2019	03/02/2028		600	\$ 0

\$.01
PV
Cl B
Stk

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRENNING JOHN B THE GUARANTY BUILDING 140 PEARL ST., SUITE 100 BUFFALO, NY 14202-4040	X			

Signatures

/s/Julie Davis as Power of Attorney for John B. Drenning	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.

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