

ASTRONICS CORP
Form 4
October 08, 2015

FORM 4

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

OMB APPROVAL

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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

(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)
10/08/2015

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					22,677	D	
\$.01 PV Class B Stock	10/08/2015		J ⁽¹⁾	12,949 A \$ 0	76,600	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	\$ 6.63							PV Com Stk	6,050
Option	\$ 6.63	10/08/2015		<u>J</u> (1)		2,066		PV Cl B Stk	9,792
Option	\$ 15.2							PV Com Stk	2,640
Option	\$ 15.2	10/08/2015		<u>J</u> (1)		902		PV Cl B Stk	4,273
Option	\$ 3.76							PV Com Stk	16,880
Option	\$ 3.76	10/08/2015		<u>J</u> (1)		4,612		PV Cl B Stk	18,481
Option	\$ 3.76							PV Com Stk	16,840
Option	\$ 3.76	10/08/2015		<u>J</u> (1)		4,601		PV Cl B Stk	18,437

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Option	\$ 10.15					12/02/2011	12/02/2020	\$.01 PV Com Stk	6,500	
Option	\$ 10.15	10/08/2015		<u>J⁽¹⁾</u>	1,776	12/02/2011	12/02/2020	\$.01 PV Cl B Stk	7,116	\$ 0
Option	\$ 17.98					12/01/2012	12/01/2021	\$.01 PV Com Stk	4,300	
Option	\$ 17.98	10/08/2015		<u>J⁽¹⁾</u>	1,068	12/01/2012	12/01/2021	\$.01 PV Cl B Stk	3,889	\$ 0
Option	\$ 12.17					11/29/2013	11/29/2022	\$.01 PV Com Stk	7,400	
Option	\$ 12.17	10/08/2015		<u>J⁽¹⁾</u>	1,598	11/29/2013	11/29/2022	\$.01 PV Cl B Stk	4,854	\$ 0
Option	\$ 37.63					12/11/2014	12/11/2023	\$.01 PV Com Stk	2,990	
Option	\$ 37.63	10/08/2015		<u>J⁽¹⁾</u>	538	12/11/2014	12/11/2023	\$.01 PV Cl B Stk	1,136	\$ 0
Option	\$ 40.77					12/11/2015	12/11/2024	\$.01 PV Com Stk	3,470	
Option	\$ 40.77	10/08/2015		<u>J⁽¹⁾</u>	521	12/11/2015	12/11/2024	\$.01 PV Cl B Stk	521	\$ 0

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/David C. Burney, as Power of Attorney for Mark
Peabody

10/08/2015

__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 8, 2015.

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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