

ASTRONICS CORP  
Form 4  
December 19, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
**12/16/2016**

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)
				(A) or (D) Code V	Amount		Price
\$.01 PV Common Stock	12/16/2016		S	D	1,000		\$ 37.02
\$.01 PV Class B Stock							27,368
							103,867

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. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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	\$.01 PV Com Stk	6,500
Option	\$ 8.82					12/02/2011	12/02/2020	\$.01 PV Cl B	9,159

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Option	\$ 15.63	12/01/2012	12/01/2021	Stk \$.01 PV Com Stk	4,300
Option	\$ 15.63	12/01/2012	12/01/2021	Stk \$.01 PV Cl B Stk	5,117
Option	\$ 10.58	11/29/2013	11/29/2022	Stk \$.01 PV Com Stk	7,400
Option	\$ 10.58	11/29/2013	11/29/2022	Stk \$.01 PV Cl B Stk	6,692
Option	\$ 32.72	12/11/2014	12/11/2023	Stk \$.01 PV Com Stk	2,990
Option	\$ 32.72	12/11/2014	12/11/2023	Stk \$.01 PV Cl B Stk	1,755
Option	\$ 35.46	12/11/2015	12/11/2024	Stk \$.01 PV Com Stk	3,470
Option	\$ 35.46	12/11/2015	12/11/2024	Stk \$.01 PV Cl B Stk	1,119
Option	\$ 31.88	12/03/2016	12/03/2025	Stk \$.01 PV Com Stk	4,500
Option	\$ 31.88	12/03/2016	12/03/2025	Stk \$.01 PV Cl B Stk	675
Option	\$ 36.52	12/14/2017	12/14/2026	Stk \$.01 PV Com Stk	4,820

## 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

12/19/2016

\_\_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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