

ASTRONICS CORP

Form 4

November 22, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GUNDERMANN PETER J

(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)
11/22/2016

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)

PRESIDENT/CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$.01 PV COMMON STOCK	11/22/2016		M		9,788	A	\$ 5.76 50,583
\$.01 PV COMMON STOCK	11/22/2016		F		5,227	D	\$ 36.71 45,356
\$.01 PV COMMON STOCK	11/22/2016		F		4,561	D	\$ 36.71 40,795
\$.01 PV CLASS B	11/22/2016		M		23,523	A	\$ 5.76 529,208

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STOCK

\$.01 PV

CLASS B STOCK	11/22/2016	F	5,731	D	\$ 36.71	523,477	D
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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. F
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
OPTION	\$ 5.76	11/22/2016		M	9,788	12/12/2007 12/12/2016	\$.01 PV COM STK	9,788 \$
OPTION	\$ 5.76	11/22/2016		M	23,523	12/12/2007 12/12/2016	\$.01 PV CL B STK	23,523 \$
OPTION	\$ 13.22					12/19/2008 12/19/2017	\$.01 PV COM STK	4,968
OPTION	\$ 13.22					12/19/2008 12/19/2017	\$.01 PV CL B STK	12,431
OPTION	\$ 3.27					12/09/2009 12/09/2018	\$.01 PV COM STK	35,451
OPTION	\$ 3.27					12/09/2009 12/09/2018	\$.01 PV	51,588

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					CL B STK	
					\$.01 PV COM STK	
OPTION	\$ 3.27	12/03/2010	12/03/2019			37,480
					\$.01 PV CL B STK	
OPTION	\$ 3.27	12/03/2010	12/03/2019			52,812
					\$.01 PV COM STK	
OPTION	\$ 8.82	12/02/2011	12/02/2020			14,700
					\$.01 PV CL B STK	
OPTION	\$ 8.82	12/02/2011	12/02/2020			20,714
					\$.01 PV COM STK	
OPTION	\$ 15.63	12/01/2012	12/01/2021			10,700
					\$.01 PV CL B STK	
OPTION	\$ 15.63	12/01/2012	12/01/2021			12,734
					\$.01 PV COM STK	
OPTION	\$ 10.58	11/29/2013	11/29/2022			18,700
					\$.01 PV CL B STK	
OPTION	\$ 10.58	11/29/2013	11/29/2022			16,912
					\$.01 PV COM STK	
OPTION	\$ 32.72	12/11/2014	12/11/2023			8,300
					\$.01 PV CL B STK	
OPTION	\$ 32.72	12/11/2014	12/11/2023			4,872
					\$.01 PV COM	
OPTION	\$ 35.46	12/11/2015	12/11/2024			10,100

OPTION	\$ 35.46	12/11/2015	12/11/2024	STK	3,257
				\$.01	
				PV	
				CL B	
OPTION	\$ 31.88	12/03/2016	12/03/2025	STK	13,700
				\$.01	
				PV	
				COM	
Option	\$ 31.88	12/03/2016	12/03/2025	STK	2,055
				\$.01	
				PV	
				CL B	
				STK	
				\$.01	
				PV	
				CL B	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUNDERMANN PETER J 130 COMMERCE WAY EAST AURORA, NY 14052	X		PRESIDENT/CEO	

Signatures

/S/DAVID C. BURNEY, AS POWER OF ATTORNEY FOR PETER J.
GUNDERMANN

11/22/2016

__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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