

PEABODY MARK  
Form 4  
December 14, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
12/12/2017

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 Astronics Advanced Electron

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 (D) Price			
\$.01 PV Common Stock					27,368	D	
\$.01 PV Class B Stock					109,005	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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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)	
Option	\$ 3.27					12/09/2009	12/09/2018	\$0.01 PV Com Stk 16,880
Option	\$ 3.27					12/09/2009	12/09/2018	\$0.01 PV Cl B Stk 23,785
Option	\$ 3.27					12/03/2010	12/03/2019	\$0.01 PV Com Stk 16,840
Option	\$ 3.27					12/03/2010	12/03/2019	\$0.01 PV Cl B Stk 23,729
Option	\$ 8.82					12/02/2011	12/02/2020	\$0.01 PV Com Stk 6,500
Option	\$ 8.82					12/02/2011	12/02/2020	\$0.01 PV Cl B Stk 9,159
Option	\$ 15.63					12/01/2012	12/01/2021	\$0.01 PV Com Stk 4,300
Option	\$ 15.63					12/01/2012	12/01/2021	\$0.01 PV Cl B Stk 5,117

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Option	\$ 10.58					11/29/2013	11/29/2022	\$ .01 PV Com Stk	7,400	
Option	\$ 10.58					11/29/2013	11/29/2022	\$ .01 PV Cl B Stk	6,692	
Option	\$ 32.72					12/11/2014	12/11/2023	\$ .01 PV Com Stk	2,990	
Option	\$ 32.72					12/11/2014	12/11/2023	\$ .01 PV Cl B Stk	1,755	
Option	\$ 35.46					12/11/2015	12/11/2024	\$ .01 PV Com Stk	3,470	
Option	\$ 35.46					12/11/2015	12/11/2024	\$ .01 PV Cl B Stk	1,119	
Option	\$ 31.88					12/03/2016	12/03/2025	\$ .01 PV Com Stk	4,500	
Option	\$ 31.88					12/03/2016	12/03/2025	\$ .01 PV Cl B Stk	675	
Option	\$ 36.52					12/14/2017	12/14/2026	\$ .01 PV Com Stk	4,820	
Option	\$ 40.95	12/12/2017		A <sup>(1)</sup>	7,010	12/12/2018	12/12/2027	\$ .01 PV Com Stk	7,010	\$ 40

## 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

12/14/2017

\_\_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).

(1) Granted pursuant to the Astronics Corporation 2017 Long Term Incentive Plan.

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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