

ASTRONICS CORP
Form 4
August 16, 2016

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)
08/15/2016

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)

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 (D) Price			
\$.01 PV Com Stk	08/15/2016		S	5,000 D \$ 43.47	52,039	D	
\$.01 PV Cl B Stk					364,206	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. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 6.72					09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000
Option	\$ 6.72					09/20/2007	03/20/2017	\$.01 PV Cl B Stk	8,092
Option	\$ 7.3					09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500
Option	\$ 7.3					09/20/2008	03/20/2018	\$.01 PV Cl B Stk	4,047
Option	\$ 3.53					09/05/2009	03/05/2019	\$.01 PV Com Stk	4,000
Option	\$ 3.53					09/05/2009	03/05/2019	\$.01 PV Cl B Stk	4,379
Option	\$ 4.22					09/02/2010	03/02/2020	\$.01 PV Com Stk	5,000
Option	\$ 4.22					09/02/2010	03/02/2020	\$.01 PV	5,474

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					CI B	
					Stk	
					\$.01	
Option	\$ 10.29	08/28/2011	02/28/2021	PV	2,500	
				Com		
				Stk		
					\$.01	
Option	\$ 10.29	08/28/2011	02/28/2021	PV	2,737	
				CI B		
				Stk		
					\$.01	
Option	\$ 18.11	08/28/2012	02/28/2022	PV	3,000	
				Com		
				Stk		
					\$.01	
Option	\$ 18.11	08/28/2012	02/28/2022	PV	2,713	
				CI B		
				Stk		
					\$.01	
Option	\$ 16.73	08/22/2013	02/22/2023	PV	3,000	
				Com		
				Stk		
					\$.01	
Option	\$ 16.73	08/22/2013	02/22/2023	PV	1,968	
				CI B		
				Stk		
					\$.01	
Option	\$ 47.36	09/03/2014	03/03/2024	PV	2,000	
				Com		
				Stk		
					\$.01	
Option	\$ 47.36	09/03/2014	03/03/2024	PV	760	
				CI B		
				Stk		
					\$.01	
Option	\$ 60.68	09/10/2015	03/10/2025	PV	3,000	
				Com		
				Stk		
					\$.01	
Option	\$ 60.68	09/10/2015	03/10/2025	PV	450	
				CI B		
				Stk		
					\$.01	
Option	\$ 30.32	08/26/2016	02/26/2026	PV	4,000	
				Com		

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/David C. Burney as Power of Attorney for John B.
Drenning

08/16/2016

__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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