

ASTRONICS CORP  
Form 4  
October 12, 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 \*  
BURNEY DAVID C

(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)  
10/11/2016

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-FINANCE, CFO

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)
\$.01 PV COMMON STOCK					26,855	D	
\$.01 PV CLASS B STOCK	10/11/2016		J <sup>(1)</sup>	18,083 A	\$ 0 111,786	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 or Value of Underlying Securities (Instr. 3 and 4)			
				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	2,210
OPTION	\$ 13.22	10/11/2016		J <sup>(1)</sup>		868		12/19/2008	12/19/2017	\$.01 PV Cl B Stk	4,445
OPTION	\$ 3.27							12/09/2009	12/09/2018	\$.01 PV COM STK	12,690
OPTION	\$ 3.27	10/11/2016		J <sup>(1)</sup>		3,988		12/09/2009	12/09/2018	\$.01 PV CL B STK	17,881
OPTION	\$ 3.27							12/03/2010	12/03/2019	\$.01 PV COM STK	12,710
OPTION	\$ 3.27	10/11/2016		J <sup>(1)</sup>		3,993		12/03/2010	12/03/2019	\$.01 PV CL B STK	17,909
OPTION	\$ 8.82							12/02/2011	12/02/2020	\$.01 PV COM STK	5,000
OPTION	\$ 8.82	10/11/2016		J <sup>(1)</sup>		1,571		12/02/2011	12/02/2020	\$.01 PV CL B STK	7,045
OPTION	\$ 15.63							12/01/2012	12/01/2021		3,600

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										\$ .01	
										PV	
										COM	
										STK	
OPTION	\$ 15.63	10/11/2016		<u>J<sup>(1)</sup></u>	1,028	12/01/2012	12/01/2021			\$ .01	
										PV	
										CL B	4,284
										STK	
OPTION	\$ 10.58					11/29/2013	11/29/2022			\$ .01	
										PV	6,400
										COM	
										STK	
OPTION	\$ 10.58	10/11/2016		<u>J<sup>(1)</sup></u>	1,590	11/29/2013	11/29/2022			\$ .01	
										PV	
										CL B	5,788
										STK	
OPTION	\$ 32.72					12/11/2014	12/11/2023			\$ .01	
										PV	2,600
										COM	
										STK	
Option	\$ 32.72	10/11/2016		<u>J<sup>(1)</sup></u>	538	12/11/2014	12/11/2023			\$ .01	
										PV	
										CL B	1,526
										STK	
OPTION	\$ 35.46					12/11/2015	12/11/2024			\$ .01	
										PV	3,150
										COM	
										STK	
Option	\$ 35.46	10/11/2016		<u>J<sup>(1)</sup></u>	543	12/11/2015	12/11/2024			\$ .01	
										PV	
										CL B	1,016
										STK	
Option	\$ 31.88					12/03/2016	12/03/2025			\$ .01	
										PV	4,100
										COM	
										STK	
Option	\$ 31.88	10/11/2016		<u>J<sup>(1)</sup></u>	615	12/03/2016	12/03/2025			\$ .01	
										PV	615
										CL B	
										STK	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BURNEY DAVID C  
130 COMMERCE WAY  
EAST AURORA, NY 14052

VP-FINANCE,  
CFO

## Signatures

/S/DAVID C.  
BURNEY

10/12/2016

      \*\*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).
- (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 11, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.