

ASTRONICS CORP
Form 4
December 15, 2016

FORM 4

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

OMB APPROVAL

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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 *
KRAMER JAMES S

(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)
12/14/2016

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)
Executive Vice President

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 Common Stock					42,003	D	
\$.01 PV Class B Stock					299,957	D	
\$.01 PV Common Stock					220	I	By Spouse <u>(1)</u>
\$.01 PV Class B Stock					686	I	By Spouse <u>(1)</u>

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Stock

\$.01 PV Common Stock	787	I	JAMES SHORE KRAMER CUST FOR LEAH JANE KRAMER <u>(2)</u>
\$.01 PV Class B Stock	118	I	JAMES SHORE KRAMER CUST FOR LEAH JANE KRAMER <u>(2)</u>

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. Price Deriva Securi (Instr.			
				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	2,010
Option	\$ 13.22							12/19/2008	12/19/2017	\$.01 PV Cl B Stk	4,043
Option	\$ 3.27							12/09/2009	12/09/2018	\$.01	11,800

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					PV Com Stk	
Option	\$ 3.27		12/09/2009	12/09/2018	\$.01 PV Cl B Stk	16,627
Option	\$ 3.27		12/03/2010	12/03/2019	\$.01 PV Com Stk	11,750
Option	\$ 3.27		12/03/2010	12/03/2019	\$.01 PV Cl B Stk	16,557
Option	\$ 8.82		12/02/2011	12/02/2020	\$.01 PV Com Stk	4,350
Option	\$ 8.82		12/02/2011	12/02/2020	\$.01 PV Cl B Stk	6,129
Option	\$ 15.63		12/01/2012	12/01/2021	\$.01 PV Com Stk	3,200
Option	\$ 15.63		12/01/2012	12/01/2021	\$.01 PV Cl B Stk	3,808
Option	\$ 10.58		11/29/2013	11/29/2022	\$.01 PV Com Stk	5,700
Option	\$ 10.58		11/29/2013	11/29/2022	\$.01 PV Cl B Stk	5,155
Option	\$ 32.72		12/11/2014	12/11/2023	\$.01 PV Com Stk	2,330
Option	\$ 32.72		12/11/2014	12/11/2023	\$.01 PV	1,367

Option	\$ 35.46					12/11/2015	12/11/2024	\$.01 PV Com Stk	2,720			
Option	\$ 35.46					12/11/2015	12/11/2024	\$.01 PV Cl B Stk	877			
Option	\$ 31.88					12/03/2016	12/03/2025	\$.01 PV Com Stk	3,500			
Option	\$ 31.88					12/03/2016	12/03/2025	\$.01 PV Cl B Stk	525			
Option	\$ 36.52	12/14/2016		<u>A(3)</u>	3,670	12/14/2017	12/14/2026	\$.01 PV Com Stk	3,670	\$ 36		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER JAMES S 130 COMMERCE WAY EAST AURORA, NY 14052			Executive Vice President	

Signatures

/s/David C. Burney, as Power of Attorney for James S. Kramer
 12/15/2016

**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) Mr. Kramer disclaims any beneficial interest in the shares owned by his wife.
- (2) Represents shares held by James Shore Kramer Cust for Leah Jane Kramer. The beneficiary is the reporting person's immediate family.
- (3) Granted pursuant to the Company's 2011 Key Employee Stock Option Plan.

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.