

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
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2005
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(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.

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information contained in this form are not
required to respond unless the form
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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 Deriva Security (Instr. |
|---|--|---|---|--------------------------------------|---|--|---|--|
| | | | | 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 ⁽¹⁾ | 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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