

KRAMER JAMES S

Form 4

January 05, 2018

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
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(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)
01/03/2018

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)

Executive Vice President

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	(A) or (D)	Price
\$.01 PV Common Stock	01/03/2018		M		11,800	A	\$ 3.27
					53,803		D
\$.01 PV Class B Stock	01/03/2018		M		16,627	A	\$ 3.27
					320,029		D
\$.01 PV Common Stock					220		I
							By Spouse (1)
\$.01 PV Class B					686		I
							By Spouse (1)

Stock

\$.01 PV
Common
Stock

787

I

JAMES
SHORE
KRAMER
CUST FOR
LEAH
JANE
KRAMER
(2)

\$.01 PV
Class B
Stock

118

I

JAMES
SHORE
KRAMER
CUST FOR
LEAH
JANE
KRAMER
(2)

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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 3.27	01/03/2018		M	11,800	12/09/2009	12/09/2018	\$.01 PV Com Stk	11,800	\$ 3
Option	\$ 3.27	01/03/2018		M	16,627	12/09/2009	12/09/2018	\$.01 PV Cl B Stk	16,627	\$ 3
Option	\$ 3.27					12/03/2010	12/03/2019	\$.01 PV	11,750	

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					Com Stk	
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 Cl B Stk	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	877	

Option	\$ 31.88	12/03/2016	12/03/2025	Stk \$.01 PV Com Stk	3,500
Option	\$ 31.88	12/03/2016	12/03/2025	Stk \$.01 PV Cl B Stk	525
Option	\$ 36.52	12/14/2017	12/14/2026	Stk \$.01 PV Com Stk	3,670
Option	\$ 40.95	12/12/2018	12/12/2027	Stk \$.01 PV Com Stk	5,340

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/Julie Davis, as Power of Attorney for James S.
Kramer

01/05/2018

__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.

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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